

EXHIBIT 8

Page 1

1
2 UNITED STATES DISTRICT COURT
3 EASTERN DISTRICT OF VIRGINIA

4 -----X
KATHLEEN ABREY,

PLAINTIFF,

5
6 -against-

Index No.:

1:22-cv-654

7
8 STEAMPUNK HOLDINGS, INC., MATTHEW WARREN and
9 JOHN HARLLEE, in their individual and
professional capacities,

DEFENDANTS.

10 -----X
11

12 DATE: April 24, 2023

13 TIME: 10:18 A.M.
14

15 EXAMINATION BEFORE TRIAL of the
16 Defendant, MATTHEW WARREN, taken by the
17 Plaintiff, pursuant to a Court Order, held
18 via videoconference, before Rivka Trop, a
19 Notary Public of the State of New York.
20
21
22
23
24
25

<p style="text-align: right;">Page 10</p> <p>1 M. WARREN</p> <p>2 Q. And did you start on the same date</p> <p>3 with anybody else?</p> <p>4 A. John Harlee.</p> <p>5 Q. What was your role at SE</p> <p>6 Solutions?</p> <p>7 A. Chief operating officer of</p> <p>8 emerging markets.</p> <p>9 Q. And what's under emerging markets?</p> <p>10 Do you cover specific clients?</p> <p>11 MR. WILKINSON: Objection.</p> <p>12 A. When we started at SE Solutions,</p> <p>13 many of us had restrictions from our</p> <p>14 previous employer. And those restrictions</p> <p>15 prevented us from focusing on certain</p> <p>16 clients and/or solicitation of individuals</p> <p>17 of our previous employer.</p> <p>18 So SE Solutions, when we arrived,</p> <p>19 emerging markets was sort of a catch-all</p> <p>20 that was designed to make sure that we were</p> <p>21 compliant to our restrictions while being</p> <p>22 opportunistic in areas that we could</p> <p>23 actually go out and try to do our job.</p> <p>24 Q. Thank you. But my question is:</p> <p>25 Was there any specific clients that you</p>	<p style="text-align: right;">Page 12</p> <p>1 M. WARREN</p> <p>2 A. Chief operating officer.</p> <p>3 Q. Was there any other portfolios in</p> <p>4 SE Solutions at the time?</p> <p>5 A. I don't recall. We certainly had</p> <p>6 accounts, but I'm not sure what the</p> <p>7 structure was there under, like Homeland</p> <p>8 Security.</p> <p>9 Q. Do you remember any of the other</p> <p>10 accounts you had at SE Solutions?</p> <p>11 A. Well, I was not overseeing</p> <p>12 Homeland Security due to my restrictions,</p> <p>13 but --</p> <p>14 Q. I'm sorry, when I say you had, do</p> <p>15 you recall any of the other accounts that</p> <p>16 were part of SE Solutions at the time?</p> <p>17 A. I do not.</p> <p>18 Q. Was there a time that SE Solutions</p> <p>19 became what is now Steampunk?</p> <p>20 A. Yes.</p> <p>21 Q. When did that happen?</p> <p>22 A. As I'm sitting here now, I</p> <p>23 believe, to the best of my recollection, was</p> <p>24 July-ish time frame. Summertime, but I</p> <p>25 believe it was July.</p>
<p style="text-align: right;">Page 11</p> <p>1 M. WARREN</p> <p>2 oversaw as head of emerging markets at SE</p> <p>3 Solutions?</p> <p>4 MR. WILKINSON: Objection.</p> <p>5 A. When we came in, I don't think</p> <p>6 there was an account inside of -- that I</p> <p>7 recall.</p> <p>8 There might have been one small,</p> <p>9 little USDA project, but I'm not even sure</p> <p>10 that fell under me at that point in time. I</p> <p>11 don't recall. But I remember, no, I think</p> <p>12 it was a catch-all for new stuff.</p> <p>13 Q. Can we agree to use the term</p> <p>14 "portfolio"? Are you familiar with the term</p> <p>15 "portfolio"?</p> <p>16 A. Sure.</p> <p>17 Q. Would you have described emerging</p> <p>18 markets as a portfolio?</p> <p>19 MR. WILKINSON: Objection.</p> <p>20 A. Sure. It was a portfolio that was</p> <p>21 fairly empty in terms of clients and</p> <p>22 business that were underneath it. But we</p> <p>23 were hopeful to build it up.</p> <p>24 Q. Remind me, what was your title</p> <p>25 over at emerging markets?</p>	<p style="text-align: right;">Page 13</p> <p>1 M. WARREN</p> <p>2 Q. Was there a time where you became</p> <p>3 CEO?</p> <p>4 A. I became CEO after the</p> <p>5 restrictions were done.</p> <p>6 Q. When did that happen?</p> <p>7 A. That happened -- I don't recall</p> <p>8 specifically, but it would have happened</p> <p>9 after a year of me leaving Accenture. My</p> <p>10 last day of Accenture was February of '19.</p> <p>11 I don't recall the exact date when I was</p> <p>12 announced CEO, but it had to happen some</p> <p>13 time after February of 2020.</p> <p>14 Q. Have you ever had experience as a</p> <p>15 CEO before?</p> <p>16 A. With that title?</p> <p>17 Q. Sure.</p> <p>18 A. I have never been a CEO prior.</p> <p>19 Q. In general, given some of the</p> <p>20 responsibilities as a CEO, because you</p> <p>21 paused, understandably, did you do things</p> <p>22 that were very similar to the</p> <p>23 responsibilities that you had a CEO?</p> <p>24 A. Yes. I did a start-up before</p> <p>25 where I was the president of that portfolio,</p>

4 (Pages 10 - 13)

<p style="text-align: right;">Page 26</p> <p>1 M. WARREN</p> <p>2 periods of time?</p> <p>3 A. Yes.</p> <p>4 Q. So we're going call it the</p> <p>5 pre-leave period of time, which is that</p> <p>6 first period, we're going to call it the</p> <p>7 leave period of time, which is the second</p> <p>8 period, and we're going to call the third</p> <p>9 period of time the post-leave period.</p> <p>10 So when I say those terms, will</p> <p>11 you know what they mean?</p> <p>12 A. I want to give a little context on</p> <p>13 this. That's not how we ran the company.</p> <p>14 It was --</p> <p>15 Q. That's fine, Mr. Warren. That's</p> <p>16 how I'm running this deposition.</p> <p>17 So those are the time periods that</p> <p>18 I'm asking you to think about today. When I</p> <p>19 ask questions and I will direct you to a</p> <p>20 time period, I just need you to have the</p> <p>21 context of time period. Thank you.</p> <p>22 A. Understood.</p> <p>23 Q. So during the first time period,</p> <p>24 which is the pre-leave time period, May 15,</p> <p>25 2019, to January 23, 2020, was Steampunk</p>	<p style="text-align: right;">Page 28</p> <p>1 M. WARREN</p> <p>2 A. We did. We hired a gentleman. I</p> <p>3 hired a gentleman, because that's outside of</p> <p>4 my restrictions. We looked at the business</p> <p>5 before our restrictions were done, after our</p> <p>6 restrictions were done. Kate just happened</p> <p>7 to get pregnant and have maternity leave in</p> <p>8 between there and then.</p> <p>9 Q. I appreciate that, but my question</p> <p>10 is what portfolio was DOD under?</p> <p>11 A. It was under the DOD portfolio.</p> <p>12 Q. It had its only separate</p> <p>13 portfolio?</p> <p>14 A. Yes, it did.</p> <p>15 Q. What about USDA? Did it have its</p> <p>16 own separate portfolio or was it under one</p> <p>17 of the umbrella portfolios?</p> <p>18 A. We hired a gentleman by the name</p> <p>19 of Max Licht, who was responsible for USDA.</p> <p>20 I think at one point we had some EPA stuff</p> <p>21 going. But yes, Max Licht, was</p> <p>22 responsibility, like Nick, for USDA.</p> <p>23 Q. What about the USPTO? Was that a</p> <p>24 part of the work that Steampunk was doing</p> <p>25 during the pre-leave period?</p>
<p style="text-align: right;">Page 27</p> <p>1 M. WARREN</p> <p>2 divided into portfolios?</p> <p>3 A. I believe so. I know emerging</p> <p>4 markets. I think Homeland Security was the</p> <p>5 other one. But I don't recall specifically</p> <p>6 how it was organized.</p> <p>7 Q. So you have no idea what</p> <p>8 portfolios besides those two existed at</p> <p>9 Steampunk during the pre-leave period?</p> <p>10 A. Sitting here today, I don't</p> <p>11 recall.</p> <p>12 Q. And then during the leave period,</p> <p>13 which was January 23, 2020, to May 4, 2020,</p> <p>14 was Steampunk divided into portfolios?</p> <p>15 A. The same answer as before. Yes,</p> <p>16 we were definitely divided into portfolios</p> <p>17 around our restrictions. And I know I was</p> <p>18 responsible for emerging markets with Kate.</p> <p>19 Q. And what were the other portfolios</p> <p>20 during that time that you can recall?</p> <p>21 A. That's what I can't recall. I</p> <p>22 know we had Homeland Security. That was the</p> <p>23 big part of it.</p> <p>24 Q. Did you have work with the</p> <p>25 Department of Defense?</p>	<p style="text-align: right;">Page 29</p> <p>1 M. WARREN</p> <p>2 A. I believe that fell under emerging</p> <p>3 markets, yes.</p> <p>4 Q. What about DOJ? Was that part of</p> <p>5 the work?</p> <p>6 A. No. We eventually got into DOJ or</p> <p>7 hired somebody to help us get into DOJ in</p> <p>8 2020. But before our restrictions let up, I</p> <p>9 don't think we had any DOJ, from what I can</p> <p>10 recall.</p> <p>11 Q. And then prior to May 4, 2020, did</p> <p>12 you have any portfolios or work with ICE?</p> <p>13 A. That's part of Department of</p> <p>14 Homeland Security.</p> <p>15 Q. Did that fall under emerging</p> <p>16 markets or was that separate?</p> <p>17 A. That was separate, because I was</p> <p>18 restricted from touching Homeland Security.</p> <p>19 Q. What about Kate? Was she able to</p> <p>20 oversee ICE prior to her return from leave?</p> <p>21 A. Kate was able -- no. She had the</p> <p>22 same restrictions on Homeland. But both of</p> <p>23 us were allowed to put together strategy,</p> <p>24 coaching, messaging. So when our</p> <p>25 restrictions were gone, we could hit the</p>

8 (Pages 26 - 29)

<p style="text-align: right;">Page 30</p> <p>1 M. WARREN</p> <p>2 ground running in terms of the strategy of</p> <p>3 Homeland Security. But we were not allowed</p> <p>4 to go talk to clients directly.</p> <p>5 Q. So did your restrictions prevent</p> <p>6 you from formally overseeing ICE?</p> <p>7 A. Yes.</p> <p>8 Q. Did Kate's restrictions prevent</p> <p>9 her from formally overseeing ICE?</p> <p>10 A. Yes.</p> <p>11 Q. What about DHS? Did Kate's</p> <p>12 restrictions prevent her from formally</p> <p>13 overseeing DHS prior to her return from</p> <p>14 leave?</p> <p>15 A. Yes. The keyword there is</p> <p>16 "formally," Alfredo. Formally, she was not</p> <p>17 allowed to oversee anything from Homeland</p> <p>18 Security. However, she was able to give</p> <p>19 coaching, strategy, instruction.</p> <p>20 Q. Perfect.</p> <p>21 And then what about the USPTO?</p> <p>22 Were you able to formally oversee the USPTO?</p> <p>23 A. Me, no.</p> <p>24 Q. Was Kate able to formally oversee</p> <p>25 the USPTO prior to her return from leave?</p>	<p style="text-align: right;">Page 32</p> <p>1 M. WARREN</p> <p>2 February of 2020?</p> <p>3 A. I helped work with Max and coached</p> <p>4 and gave strategy and we discussed sort of</p> <p>5 the long-term of how we were going to build</p> <p>6 the business at USDA. He formerly reported</p> <p>7 to John Harlee, but for me, I was more of</p> <p>8 the coaching and advising as we were setting</p> <p>9 out to build the business.</p> <p>10 Q. And were you formally able to</p> <p>11 oversee DOD prior to February of 2020?</p> <p>12 A. Yes.</p> <p>13 Q. Did you oversee DOD prior to</p> <p>14 February of 2020?</p> <p>15 A. Yes.</p> <p>16 Q. Was Kate able to oversee DOD prior</p> <p>17 to May of 2020?</p> <p>18 A. Was she able to? Based on the</p> <p>19 restrictions, yes, but she did not.</p> <p>20 Q. Was Kate able to oversee USDA</p> <p>21 prior to May of 2020?</p> <p>22 A. She was able to, yes, but she did</p> <p>23 not.</p> <p>24 Q. If I use the term "Civilian," will</p> <p>25 you know what that means?</p>
<p style="text-align: right;">Page 31</p> <p>1 M. WARREN</p> <p>2 A. Yes.</p> <p>3 Q. What about the DOJ? Were you able</p> <p>4 to oversee the DOJ prior to May of 2020?</p> <p>5 A. No.</p> <p>6 Q. Was Kate able to oversee the</p> <p>7 DOJ --</p> <p>8 A. I'm sorry, can I stand corrected?</p> <p>9 You said until May 8. I was allowed to</p> <p>10 oversee all of it on February 15, 2020. My</p> <p>11 restrictions were done.</p> <p>12 Q. So you do remember when your</p> <p>13 restrictions came up?</p> <p>14 A. I do, yes.</p> <p>15 Q. That was February of 2020?</p> <p>16 A. That's correct.</p> <p>17 Q. So prior to Kate's return from</p> <p>18 maternity leave, was she able to formally</p> <p>19 oversee the DOJ?</p> <p>20 A. Yes.</p> <p>21 Q. And what about the USDA? Were you</p> <p>22 able to oversee the USDA prior to February</p> <p>23 of 2020?</p> <p>24 A. Yes.</p> <p>25 Q. Did you oversee the USDA prior to</p>	<p style="text-align: right;">Page 33</p> <p>1 M. WARREN</p> <p>2 MR. WILKINSON: Objection.</p> <p>3 A. In what context?</p> <p>4 Q. Did you have a portfolio at</p> <p>5 Steampunk named Civilian?</p> <p>6 A. In what timeline?</p> <p>7 Q. Let's take it each timeline. So</p> <p>8 pre-leave, was there a portfolio called</p> <p>9 Civilian?</p> <p>10 A. No. There was talks about</p> <p>11 potentially doing Civilian, but never a</p> <p>12 Civilian.</p> <p>13 Q. Was there any overlap with the</p> <p>14 portfolio called emerging markets and</p> <p>15 Civilian?</p> <p>16 MR. WILKINSON: Objection.</p> <p>17 A. Was there any overlap?</p> <p>18 Q. Yes.</p> <p>19 A. Civilian didn't exist.</p> <p>20 Q. Sure. But at what time did</p> <p>21 Civilian come into existence?</p> <p>22 A. I'm not sure Civilian, to this</p> <p>23 day, has ever been a term to name one of</p> <p>24 portfolios, as best as I can recall.</p> <p>25 Q. You didn't use the term Civilian</p>

9 (Pages 30 - 33)

<p style="text-align: right;">Page 50</p> <p>1 M. WARREN</p> <p>2 A. She was responsible for coaching,</p> <p>3 teaching, mentoring, setting up the strategy</p> <p>4 with Diane. But it formally did not roll up</p> <p>5 to her, no.</p> <p>6 Q. Was Diane -- when we say Diane, I</p> <p>7 don't think there are any other Dianas that</p> <p>8 will come up today.</p> <p>9 A. Yes, I think you're right. Diane</p> <p>10 Ashley, I'm sorry.</p> <p>11 Q. Okay. No problem. You could just</p> <p>12 say "Diane." You don't need to say the last</p> <p>13 name, as long as we have an agreement that</p> <p>14 you're talking about Diane Ashley.</p> <p>15 A. Okay.</p> <p>16 Q. As the leader of the emerging</p> <p>17 markets portfolio when she was first hired,</p> <p>18 was DHS under the emerging markets</p> <p>19 portfolio?</p> <p>20 A. No, because she was restricted</p> <p>21 from that. However, she did have a</p> <p>22 secondary responsibility, as we all did.</p> <p>23 The intent was always for Kate, after</p> <p>24 restrictions, to run Homeland Security.</p> <p>25 It's a big part of why we hired her,</p>	<p style="text-align: right;">Page 52</p> <p>1 M. WARREN</p> <p>2 company, Alfredo. And there is equity that</p> <p>3 is given to all employees. And it is</p> <p>4 something that I believe separates Steampunk</p> <p>5 from other companies in the D.C. area.</p> <p>6 And I absolutely talked to Kate</p> <p>7 that she would be one of those employees</p> <p>8 that should and will get equity, if she</p> <p>9 decided to join what was SE Solutions. In</p> <p>10 terms of the amount and the negotiation and</p> <p>11 all that, that was not me. That was Dan</p> <p>12 Parker in SE Solutions.</p> <p>13 Q. But you do have a recollection of</p> <p>14 conversations, generally, about Ms. Abrey</p> <p>15 receiving equity when she joined SE</p> <p>16 Solutions?</p> <p>17 A. Yes.</p> <p>18 Q. What do you recall about those</p> <p>19 conversations, besides the fact of what you</p> <p>20 just testified, that she would receive</p> <p>21 equity? Do you recall anything else?</p> <p>22 A. I do not.</p> <p>23 Q. Do you recall making comments</p> <p>24 about the value of the equity?</p> <p>25 A. I do not recall.</p>
<p style="text-align: right;">Page 51</p> <p>1 M. WARREN</p> <p>2 specifically her relationships at TSA.</p> <p>3 So her secondary responsibility</p> <p>4 was to help put the strategy in place with</p> <p>5 Diane, so that when her restrictions were</p> <p>6 done and we could reorganize the company,</p> <p>7 that we are off to the races building an</p> <p>8 amazing Homeland Security portfolio.</p> <p>9 Q. So when Ms. Abrey was hired in May</p> <p>10 of 2019, was she leading the DHS portfolio?</p> <p>11 A. No.</p> <p>12 Q. During Ms. Abrey's hiring process,</p> <p>13 was Ms. Abrey informed that she would be</p> <p>14 receiving equity if she joined the company?</p> <p>15 A. I'm sorry, say that one more time.</p> <p>16 Q. During Ms. Abrey's hiring process,</p> <p>17 was she informed that she would be receiving</p> <p>18 equity to join the company?</p> <p>19 A. I would assume but I was not part</p> <p>20 of those conversations. But, yes, I believe</p> <p>21 the answer is yes.</p> <p>22 Q. So you have no recollection of</p> <p>23 early conversations during Ms. Abrey's</p> <p>24 hiring about her being awarded equity?</p> <p>25 A. So we run an employee-owned</p>	<p style="text-align: right;">Page 53</p> <p>1 M. WARREN</p> <p>2 Q. Do you recall that you said that a</p> <p>3 target sell price for the company would be</p> <p>4 when shares hit \$4?</p> <p>5 A. I do not recall saying \$4. What I</p> <p>6 do recall is that we consistently talked</p> <p>7 about what makes the value of a company and</p> <p>8 its stock value increase. A lot of folks</p> <p>9 that joined, this was their first rodeo, and</p> <p>10 we used our case example, our experience at</p> <p>11 Agilex, which sold for a little less than</p> <p>12 \$3 a share.</p> <p>13 But what Steampunk or what SE</p> <p>14 Solutions was going to be one day, at that</p> <p>15 point we were dreaming and talking initially</p> <p>16 that if it could be \$10 a share, we wanted</p> <p>17 that.</p> <p>18 Q. In your view, as CEO of the</p> <p>19 company, was \$4 a realistic share price?</p> <p>20 MR. WILKINSON: Objection.</p> <p>21 A. I think anything was realistic at</p> <p>22 that point, because our value was less than</p> <p>23 a penny. If we performed and we did our</p> <p>24 job, and by performance, meaning winning new</p> <p>25 work and growing the business and finding</p>

14 (Pages 50 - 53)

<p style="text-align: right;">Page 82</p> <p>1 M. WARREN</p> <p>2 technology officer, chief growth officer,</p> <p>3 chief people officer, et cetera, et cetera.</p> <p>4 Q. Kate was the only EVP, though,</p> <p>5 when she joined?</p> <p>6 A. Yes, that's right.</p> <p>7 Q. Were there -- during Kate's</p> <p>8 employment at Steampunk, were there any</p> <p>9 other EVPs?</p> <p>10 A. I don't think so. The best I can</p> <p>11 recall right now, the answer would be no.</p> <p>12 Q. Did Mr. Max Licht become an EVP at</p> <p>13 any point?</p> <p>14 A. Yes. Max is an EVP today, yes.</p> <p>15 Q. And do you know if that happened</p> <p>16 during Ms. Abrey's employment?</p> <p>17 A. The best I can recall, I think it</p> <p>18 happened at some point in 2020, yes.</p> <p>19 Q. And currently today, are there any</p> <p>20 other EVPs, besides Mr. Licht?</p> <p>21 A. To the best of my knowledge, no,</p> <p>22 there are none.</p> <p>23 Q. And since you've joined SE</p> <p>24 Solutions, which then became Steampunk, do</p> <p>25 you have knowledge of anybody else ever</p>	<p style="text-align: right;">Page 84</p> <p>1 M. WARREN</p> <p>2 about putting us in a position to put the</p> <p>3 best team forward to go ahead and grow the</p> <p>4 company, and grow the company was primarily</p> <p>5 around winning net new work with new</p> <p>6 clients, and that absolutely was her primary</p> <p>7 focus.</p> <p>8 Secondary, like all of us, was to</p> <p>9 figure out if there were people that we</p> <p>10 could bring into the company to make us even</p> <p>11 better than what we were and building a</p> <p>12 culture that was awesome.</p> <p>13 Q. So in terms of winning new</p> <p>14 clients, in 2019, when Ms. Abrey joined</p> <p>15 Steampunk, then SE Solutions, was she able</p> <p>16 to win new clients in DHS?</p> <p>17 A. Well, so, let's talk about that.</p> <p>18 We did win one new wedge deal in</p> <p>19 DHS at TSA, under Diane Ashley in 2019. It</p> <p>20 was a small wedge, two to three people. And</p> <p>21 Kate was absolutely a part of working with</p> <p>22 Diane to help put the strategy and coaching</p> <p>23 together for that.</p> <p>24 One is not sufficient to grow the</p> <p>25 company as we wished, but she absolutely was</p>
<p style="text-align: right;">Page 83</p> <p>1 M. WARREN</p> <p>2 having the title of EVP, besides Ms. Abrey</p> <p>3 or Mr. Licht?</p> <p>4 A. To the best of my knowledge, no, I</p> <p>5 don't recall any other people.</p> <p>6 Q. Was Ms. Abrey, when she first</p> <p>7 joined SE Solutions, tasked with building</p> <p>8 out the organization in terms of new hires?</p> <p>9 MR. WILKINSON: Objection.</p> <p>10 A. Can you frame that a little bit,</p> <p>11 Alfredo? That's sort of a broad one.</p> <p>12 Q. Sure. We could forget the</p> <p>13 building out term. I could see why that is</p> <p>14 broad.</p> <p>15 But when Ms. Abrey first joined SE</p> <p>16 Solutions, was it one of her</p> <p>17 responsibilities to help fill key leadership</p> <p>18 roles?</p> <p>19 A. Yes. Let's just talk about 2019</p> <p>20 for a second, but yes, that was part of it.</p> <p>21 We had -- our motto that year was "invest in</p> <p>22 the best." And that was a responsibility of</p> <p>23 the entire leadership team at the time,</p> <p>24 which we've discussed earlier.</p> <p>25 But the main focus was really</p>	<p style="text-align: right;">Page 85</p> <p>1 M. WARREN</p> <p>2 a part of that, even though Diane</p> <p>3 technically reported up to John Harllee and</p> <p>4 did not formally fall under Kate Abrey.</p> <p>5 Q. But was Ms. Abrey permitted to do</p> <p>6 client-facing work under DHS in May of 2019?</p> <p>7 A. No, absolutely not.</p> <p>8 Q. That's because of her</p> <p>9 restrictions; correct?</p> <p>10 A. Yes, sir, because of her former</p> <p>11 employment restrictions.</p> <p>12 Q. Where was Ms. Abrey permitted to</p> <p>13 do client-facing work in 2019?</p> <p>14 A. Per her restrictions or her</p> <p>15 responsibilities at Steampunk?</p> <p>16 Q. Well, I would imagine Steampunk</p> <p>17 operated within the law in terms of</p> <p>18 restrictions; is that correct?</p> <p>19 A. Yes, but what I'm saying is Kate</p> <p>20 could have called it into DOD, but we hired</p> <p>21 somebody to do that. So that was not a</p> <p>22 focus area.</p> <p>23 So my question about restrictions,</p> <p>24 she could call into the entire federal</p> <p>25 government, state and local, anywhere else.</p>

22 (Pages 82 - 85)

<p style="text-align: right;">Page 86</p> <p>1 M. WARREN</p> <p>2 Other than Homeland Security, she had no</p> <p>3 restrictions.</p> <p>4 Her responsibility, really, was to</p> <p>5 focus on working with David, helping on</p> <p>6 commerce, we eventually added justice, and</p> <p>7 then she even asked if she could try to</p> <p>8 figure out how to get into postal.</p> <p>9 Those were her major</p> <p>10 responsibilities, knowing that her big, big</p> <p>11 knowledge was Homeland Security, and the</p> <p>12 idea was to roll that underneath her when</p> <p>13 her restrictions were done.</p> <p>14 Q. Was Kate able to do client-facing</p> <p>15 working in May of 2019 in the portfolio that</p> <p>16 you described as emerging markets?</p> <p>17 A. As long as it was not Homeland</p> <p>18 Security, the answer would be yes.</p> <p>19 Q. And did Ms. Abrey, in fact, do</p> <p>20 client-facing work in emerging markets in</p> <p>21 2019?</p> <p>22 A. I do remember the CIO of PTO</p> <p>23 coming out to Steampunk that she</p> <p>24 participated in.</p> <p>25 I don't know if I recall any other</p>	<p style="text-align: right;">Page 88</p> <p>1 M. WARREN</p> <p>2 reported to Civilian and Civilian, I guess,</p> <p>3 reported to John, based on what we were</p> <p>4 talking about earlier.</p> <p>5 Q. What about CBP? Was that part of</p> <p>6 Civilian?</p> <p>7 A. Yes. And I am answering this,</p> <p>8 because the Civilian thing I forgot, we</p> <p>9 talked about that earlier.</p> <p>10 CBP, Diane had the opportunity to</p> <p>11 take on CBP when she joined. That wasn't</p> <p>12 really her hot spot. She was focusing</p> <p>13 primarily on other components.</p> <p>14 Max, who is somebody I knew prior</p> <p>15 to SE Solutions, we had dinner while I was</p> <p>16 at Accenture and he was at Sales Force. But</p> <p>17 the CBP community is a pretty tight-knit</p> <p>18 community, very difficult to count.</p> <p>19 And we pulled out CBP from</p> <p>20 Homeland Security to put that under Max, so</p> <p>21 he could utilize all the relationships and</p> <p>22 the knowledge and experience that he did at</p> <p>23 Sales Force and Oracle before that. Which,</p> <p>24 by the way, we both started at Oracle.</p> <p>25 That's where our careers both started.</p>
<p style="text-align: right;">Page 87</p> <p>1 M. WARREN</p> <p>2 client meetings, Alfredo. I don't.</p> <p>3 Q. Was the sector we described as</p> <p>4 Civilian underneath emerging markets?</p> <p>5 MR. WILKINSON: Objection.</p> <p>6 A. Yes. I mean, is the question did</p> <p>7 Max report to Kate? Is that what you're</p> <p>8 asking?</p> <p>9 Q. No. My question is, under the</p> <p>10 portfolio umbrella -- less so about</p> <p>11 reporting structure. We'll get to that.</p> <p>12 But in terms of portfolios, just</p> <p>13 understanding the structure of the company,</p> <p>14 was the Civilian portfolio considered a part</p> <p>15 of emerging markets?</p> <p>16 A. Yes, I don't recall, Alfredo,</p> <p>17 based on our last conversation.</p> <p>18 But I do know that Max was focused</p> <p>19 on USDA and a couple of others.</p> <p>20 That was Civilian. I don't</p> <p>21 believe Civilian was part of emerging</p> <p>22 markets. And I'll tell you why; because I</p> <p>23 was restricted out of commerce.</p> <p>24 I was also restricted -- yes, I</p> <p>25 was. So USDA, no, I don't believe -- USDA</p>	<p style="text-align: right;">Page 89</p> <p>1 M. WARREN</p> <p>2 Q. Earlier you testified that you</p> <p>3 didn't consider Kate a friend because you</p> <p>4 didn't take trips with her, you didn't spend</p> <p>5 non-work hours with her and you didn't do</p> <p>6 non-professionally related things with her.</p> <p>7 Do you recall that?</p> <p>8 A. I do, yes.</p> <p>9 Q. Do you consider Mr. Licht a</p> <p>10 friend?</p> <p>11 A. Yes, I do. We actually go and do</p> <p>12 stuff socially.</p> <p>13 Q. And in May of 2019, was Mr. Licht</p> <p>14 a friend?</p> <p>15 A. No, not at that point. We became</p> <p>16 friends as time went on.</p> <p>17 Q. When did you become friends with</p> <p>18 Mr. Licht?</p> <p>19 A. I mean, I don't know what day.</p> <p>20 But we've gone to dinner with our wives and</p> <p>21 whatnot. So I don't recall that.</p> <p>22 Q. Have you taken trips with</p> <p>23 Mr. Licht?</p> <p>24 A. Have I taken trips with Mr. Licht?</p> <p>25 I don't recall, Alfredo.</p>

23 (Pages 86 - 89)

<p style="text-align: right;">Page 138</p> <p>1 M. WARREN</p> <p>2 Mr. Licht that the plan was for Kate to fill</p> <p>3 your role and then him slide up into Kate's</p> <p>4 role?</p> <p>5 A. All the conversations with our</p> <p>6 leadership team, in terms of succession</p> <p>7 plan, which we do to this day, is that if</p> <p>8 and when you performed, and Kate could do</p> <p>9 her job, that she was going to be the first</p> <p>10 person in line to take over the CEO job.</p> <p>11 But she had to earn it. This company is</p> <p>12 built on merit. Nothing is given. There's</p> <p>13 no entitlements.</p> <p>14 And Kate had all the opportunity</p> <p>15 there. She was just unable to perform to</p> <p>16 see it through. But she had all the chances</p> <p>17 in the world to get there.</p> <p>18 Q. Was the intent for Max to be</p> <p>19 Kate's successor?</p> <p>20 A. No, because I viewed them as</p> <p>21 peers.</p> <p>22 Q. I'm going to ask you to refresh.</p> <p>23 (Whereupon, a two-page e-mail</p> <p>24 Bates No. 76561 to 76562 was marked</p> <p>25 Warren Exhibit 9 for identification as</p>	<p style="text-align: right;">Page 140</p> <p>1 M. WARREN</p> <p>2 Q. I can read it out loud, actually.</p> <p>3 The second bullet reads: We talked about</p> <p>4 succession planning. My ultimate move will</p> <p>5 to slide over to be chairman of the board</p> <p>6 about one year into sale. I will still be</p> <p>7 active and I will work with Harllee and</p> <p>8 others on the sale of the company.</p> <p>9 I explained to him the process of</p> <p>10 the sale and explained to him the buyer will</p> <p>11 offer a retention package for folks like him</p> <p>12 and Kate, plus others to help with the</p> <p>13 transition. I told him that I wasn't</p> <p>14 interested in being part of that process</p> <p>15 again, and that they will be buying the</p> <p>16 leadership team operating versus myself and</p> <p>17 Harllee.</p> <p>18 And when Kate slides up, that Max</p> <p>19 could be her successor, and he could choose</p> <p>20 if he wants to backfill his spot.</p> <p>21 So my primary concern is with that</p> <p>22 last sentence. So you're saying when Kate</p> <p>23 slides up, Max could be Kate's successor and</p> <p>24 he could choose if he wants to backfill his</p> <p>25 spot.</p>
<p style="text-align: right;">Page 139</p> <p>1 M. WARREN</p> <p>2 of this date by the reporter.)</p> <p>3 MR. PELICCI: This is Plaintiff's</p> <p>4 Exhibit 9. There will be those Bates</p> <p>5 stamps again at the bottom. You should</p> <p>6 see 76561.</p> <p>7 A. I got it.</p> <p>8 Q. There are numerous bullet points</p> <p>9 on this. First off, just making sure we're</p> <p>10 on the same page, not literally, but</p> <p>11 metaphorically on the same page with what</p> <p>12 exhibit we are looking at.</p> <p>13 I am looking at an exhibit here,</p> <p>14 which is an e-mail from you to Scott LaRose,</p> <p>15 Kate, John Harllee, Dan Parker, calling</p> <p>16 meeting notes with Max. Is that what you're</p> <p>17 seeing?</p> <p>18 A. Yes, I am seeing it.</p> <p>19 Q. Do you see numerous bullet points?</p> <p>20 A. I do.</p> <p>21 Q. I want to ask you to please read</p> <p>22 the last sentence of the second bullet</p> <p>23 point.</p> <p>24 A. Can I just read the whole thing?</p> <p>25 We talked about succession planning --</p>	<p style="text-align: right;">Page 141</p> <p>1 M. WARREN</p> <p>2 Does this remind you of your</p> <p>3 intent of having Mr. Licht be Kate's</p> <p>4 successor?</p> <p>5 MR. WILKINSON: Objection.</p> <p>6 A. That's not what it says, Alfredo.</p> <p>7 This was more about me taking the chairman</p> <p>8 of the board and Kate sliding up. What</p> <p>9 happens to the rest of the organization,</p> <p>10 there are a ton of different options.</p> <p>11 But one thing is for sure is that</p> <p>12 Kate had the first shot at being the CEO.</p> <p>13 But in moving her out of her spot, there</p> <p>14 would be all sorts of chairs that would have</p> <p>15 to move around; right?</p> <p>16 So where Max goes from there or</p> <p>17 after, is basically saying, okay, if we get</p> <p>18 to that point or here, Max is going to be</p> <p>19 opportunities. Because when people move up,</p> <p>20 new opportunities move up. That's what I'm</p> <p>21 trying to say there.</p> <p>22 Q. So what would that new opportunity</p> <p>23 be if Kate moved up for Max?</p> <p>24 A. I don't know. That's the whole</p> <p>25 thing. It's a hypothetical.</p>

36 (Pages 138 - 141)

<p style="text-align: right;">Page 190</p> <p>1 M. WARREN</p> <p>2 Did Kate run weekly meetings with</p> <p>3 Mr. Licht?</p> <p>4 A. To the best of my knowledge, no.</p> <p>5 Q. Then it says, "Harlee and I will</p> <p>6 not have any restrictions starting Monday,</p> <p>7 February 17," do you see that?</p> <p>8 A. I do.</p> <p>9 Q. To the best of your knowledge, is</p> <p>10 that when you and Mr. Harlee's restrictions</p> <p>11 were lifted?</p> <p>12 A. To the best of my knowledge. But</p> <p>13 the 15th probably was a Saturday. So</p> <p>14 February 15 I believe was the actual date,</p> <p>15 if my memory served me right.</p> <p>16 Q. Do you recall setting up</p> <p>17 one-on-one meetings with the employees that</p> <p>18 Kate had standing weekly meetings with?</p> <p>19 A. I recall two, and that's David</p> <p>20 Wolf and Diane Ashley. And Matt Reeves.</p> <p>21 Q. Can you turn to the top of the</p> <p>22 e-mail in the subject and let me know what</p> <p>23 it says?</p> <p>24 A. Kate maternity leave.</p> <p>25 Q. And then turning to bullet point</p>	<p style="text-align: right;">Page 192</p> <p>1 M. WARREN</p> <p>2 front, and it was probably a little bit in</p> <p>3 the context of demonstrating that this is</p> <p>4 how you do it.</p> <p>5 Q. But my question is, this is an</p> <p>6 e-mail about Kate's maternity leave where</p> <p>7 you said you are going to start covering her</p> <p>8 one-on-ones that she had with employees.</p> <p>9 And in this e-mail you are talking about</p> <p>10 Mr. Licht and scheduling meetings with him.</p> <p>11 So I understand that you said</p> <p>12 leading from the front is one of your</p> <p>13 attributes that you strive for. But my</p> <p>14 question is why in this e-mail about Kate's</p> <p>15 maternity leave are you discussing one on</p> <p>16 one meetings with Mr. Licht, if Kate did not</p> <p>17 supervise Mr. Licht?</p> <p>18 MR. WILKINSON: Objection.</p> <p>19 A. I don't recall.</p> <p>20 Q. Who is Nick?</p> <p>21 A. Nick Trzcinski is a peer of Kate's</p> <p>22 at the time that we hired to build a DOD</p> <p>23 business very similar to Max.</p> <p>24 Q. Was he under Kate's supervision?</p> <p>25 A. No.</p>
<p style="text-align: right;">Page 191</p> <p>1 M. WARREN</p> <p>2 3, it says I will set up one on ones each</p> <p>3 week with Max, Diane and Davis?</p> <p>4 A. I don't see bullets.</p> <p>5 Q. You have numbers, 1, 2, 3, 4,</p> <p>6 turning to the third number, you said I will</p> <p>7 set up one on ones each week with Max, Diane</p> <p>8 and David, do you see that?</p> <p>9 A. Yes.</p> <p>10 Q. So this is an e-mail about Kate's</p> <p>11 maternity leave where you said you are</p> <p>12 filling in on the one on ones that she used</p> <p>13 to have, and you are listing Mr. Licht</p> <p>14 there. Does that refresh your recollection</p> <p>15 as to whether or not Kate had weekly</p> <p>16 meetings with Mr. Licht?</p> <p>17 A. To my recollection Kate was not</p> <p>18 meeting with Max one on one. They certainly</p> <p>19 talked, but there is not a formal meeting</p> <p>20 between the two as far as I remember.</p> <p>21 Q. Then why are you listing Mr. Licht</p> <p>22 in this e-mail about Kate's maternity leave?</p> <p>23 A. Well, we talked a little bit,</p> <p>24 Alfredo, what the culture and definition is</p> <p>25 of CEO. And I used the words lead from the</p>	<p style="text-align: right;">Page 193</p> <p>1 M. WARREN</p> <p>2 Q. So turning to the second e-mail</p> <p>3 from Mr. Dillon to Kate, he says, "Is there</p> <p>4 anything I could do to help with David or</p> <p>5 Diane while you are away?" He says, "I am</p> <p>6 already pretty tightly integrated with Nick</p> <p>7 and Max knows how to get me."</p> <p>8 Any idea why Mr. Dillon would be</p> <p>9 talking about his integration with Nick and</p> <p>10 Max in the subject of Kate's maternity leave</p> <p>11 and ask her about it?</p> <p>12 A. I don't know.</p> <p>13 Q. No idea at all?</p> <p>14 A. I don't know.</p> <p>15 Q. Then you were actually forwarded</p> <p>16 this e-mail by Kate, if you look at Kate's</p> <p>17 response, Kate says to you, "I am going to</p> <p>18 say thanks, but we are good."</p> <p>19 And you say, "yes, and thanks, it</p> <p>20 is amazing how they seem to get distracted</p> <p>21 by the dynamic things in business versus</p> <p>22 staying in lane."</p> <p>23 What does that means, "dynamic</p> <p>24 things in business versus staying in lane"?</p> <p>25 A. I don't recall.</p>

49 (Pages 190 - 193)

<p style="text-align: right;">Page 206</p> <p>1 M. WARREN</p> <p>2 A. We are friendly, we are not</p> <p>3 friends, no.</p> <p>4 Q. So I think earlier, under your</p> <p>5 definition of "friend," you listed three</p> <p>6 things, trips, spending time out of work</p> <p>7 hours and non-professional related events,</p> <p>8 do you do any of those things with Joe?</p> <p>9 A. No.</p> <p>10 Q. So what organization did Joe</p> <p>11 belong to?</p> <p>12 A. He reported to Max.</p> <p>13 Q. And so did Ms. Abrey supervise</p> <p>14 Joe?</p> <p>15 A. No.</p> <p>16 MR. PELICCI: If you could please</p> <p>17 refresh.</p> <p>18 (Whereupon, a three-page e-mail</p> <p>19 48335 to 48337 was marked Warren</p> <p>20 Exhibit 19 for identification as of</p> <p>21 this date by the reporter.)</p> <p>22 THE WITNESS: I am going to have</p> <p>23 to use the restroom here at some point.</p> <p>24 MR. PELICCI: We can after this</p> <p>25 exhibit, no problem.</p>	<p style="text-align: right;">Page 208</p> <p>1 M. WARREN</p> <p>2 Ms. Abrey or ask Ms. Abrey why she was</p> <p>3 meeting with Joe about his client</p> <p>4 relationships?</p> <p>5 A. Can you say that again off the</p> <p>6 record.</p> <p>7 Q. In your response, did you ask</p> <p>8 Ms. Abrey why she was meeting with Joe</p> <p>9 regarding his client relationships?</p> <p>10 A. I did not.</p> <p>11 Q. And in your second sentence of</p> <p>12 that reply, you said, "Linda and I had Devyn</p> <p>13 in January of 2009, which is a bit less than</p> <p>14 one year after I started Agilex"?</p> <p>15 A. Yes.</p> <p>16 Q. Did you take paternity leave at</p> <p>17 Agilex?</p> <p>18 A. I do not recall.</p> <p>19 Q. Did Agilex have a paternity leave</p> <p>20 policy?</p> <p>21 A. I do not recall.</p> <p>22 Q. Do you remember if you took any</p> <p>23 time off around the birth of your child in</p> <p>24 2009?</p> <p>25 A. I do not recall.</p>
<p style="text-align: right;">Page 207</p> <p>1 M. WARREN</p> <p>2 Q. What should be before you is</p> <p>3 Plaintiff's Exhibit 19?</p> <p>4 A. Okay, I have it up.</p> <p>5 Q. And so, the second e-mail is an</p> <p>6 e-mail from Ms. Abrey to you, Mr. Harllee,</p> <p>7 Sean Dillon and Brad Cole, do you see that?</p> <p>8 A. I do.</p> <p>9 Q. And Ms. Abrey is updating you</p> <p>10 about a meeting she had with Joe regarding</p> <p>11 his client relationships, do you see that?</p> <p>12 A. Okay.</p> <p>13 Q. Why was Ms. Abrey meeting with Joe</p> <p>14 regarding his client relationships?</p> <p>15 A. I don't recall.</p> <p>16 Q. Was that part of Ms. Abrey's</p> <p>17 responsibilities?</p> <p>18 A. No, it was not.</p> <p>19 Q. Did you tell Ms. Abrey that this</p> <p>20 was not part of her responsibilities?</p> <p>21 A. I don't recall.</p> <p>22 Q. If you look to the top, you did</p> <p>23 respond to this e-mail, do you see that?</p> <p>24 A. I do.</p> <p>25 Q. In that response, did you say to</p>	<p style="text-align: right;">Page 209</p> <p>1 M. WARREN</p> <p>2 Q. Was your wife employed at the</p> <p>3 time?</p> <p>4 A. Was my wife employed at the time</p> <p>5 of what?</p> <p>6 Q. 2009?</p> <p>7 A. She was not.</p> <p>8 She was for my son. I also have</p> <p>9 an older son. She was employed during that</p> <p>10 time.</p> <p>11 MR. PELICCI: We can go ahead and</p> <p>12 take a break now.</p> <p>13 (Whereupon, a short recess was</p> <p>14 taken.)</p> <p>15 Q. Was Ms. Abrey involved in any of</p> <p>16 the staffing discussion for the Federal</p> <p>17 Civilian Sector prior to her going out on</p> <p>18 maternity leave?</p> <p>19 A. Yes, I mean, Alfredo, the way we</p> <p>20 were structured before the restrictions, our</p> <p>21 Accenture restrictions, was it was very</p> <p>22 fluid, everybody was sort of helping with</p> <p>23 everything a little bit, which I know is not</p> <p>24 ideal on how to run a company. But we were</p> <p>25 tied to the restrictions from Accenture. So</p>

53 (Pages 206 - 209)

<p style="text-align: right;">Page 210</p> <p>1 M. WARREN</p> <p>2 the answer, is yes, she was involved in some</p> <p>3 of the discussions about figuring out who</p> <p>4 was going to run Civilian, absolutely.</p> <p>5 Q. Was anyone else that was not a</p> <p>6 portfolio lead for Civilian involved in</p> <p>7 staffing discussions for Civilian?</p> <p>8 MR. WILKINSON: Objection.</p> <p>9 A. Staffing discussions, so my guess</p> <p>10 is, yes, I don't recall fully. But I know</p> <p>11 Brad Cole and Sean Dillon and other folks</p> <p>12 also chimed in verbally. I don't know if we</p> <p>13 asked Matt Reeves to help, even though he</p> <p>14 was running Homeland delivery at that time.</p> <p>15 But my guess is that there were other people</p> <p>16 involved, not just Kate Abrey.</p> <p>17 Q. So Kate did participate in</p> <p>18 staffing, the staffing discussions for</p> <p>19 Civilian?</p> <p>20 A. My guess is she did, yes, I don't</p> <p>21 recall totally. But it would not surprise</p> <p>22 me.</p> <p>23 Q. Why would it not surprise you?</p> <p>24 A. Because as I said, prior to our</p> <p>25 AFS restrictions, we really all had a fluid</p>	<p style="text-align: right;">Page 212</p> <p>1 M. WARREN</p> <p>2 Q. And did David report to Ms. Abrey</p> <p>3 after maternity leave, Kate's maternity</p> <p>4 leave?</p> <p>5 A. To the best of my recollection,</p> <p>6 yes.</p> <p>7 Q. And did Kate oversee Diane Ashley</p> <p>8 prior to going on maternity leave?</p> <p>9 A. Diane formerly reported to John</p> <p>10 Harllee. But she absolutely was coached</p> <p>11 every day by Kate Abrey.</p> <p>12 Q. And did you coach Ms. Ashley at</p> <p>13 all prior to Ms. Abrey going out on</p> <p>14 maternity leave?</p> <p>15 A. Like I said, pre-restriction, it</p> <p>16 was very fluid. I absolutely had some</p> <p>17 interaction with Ashley. Was I her</p> <p>18 day-to-day person? No, I think she leaned</p> <p>19 on Kate to do that, knowing that once the</p> <p>20 restriction were done all of that was going</p> <p>21 to fall under Kate.</p> <p>22 Q. So while Mrs. Abrey was on leave,</p> <p>23 did you supervise Ms. Ashley in any</p> <p>24 capacity?</p> <p>25 A. Within the restrictions, yes, I</p>
<p style="text-align: right;">Page 211</p> <p>1 M. WARREN</p> <p>2 organizational model. And everybody was</p> <p>3 kind of helping everybody, because we were</p> <p>4 small and we were figuring it out as we</p> <p>5 went. And '19 was really a big part of</p> <p>6 figuring that structure out. And it was one</p> <p>7 for all, all for one. So we would ask</p> <p>8 people all the time to come in and give</p> <p>9 advice, help, et cetera, even if it didn't,</p> <p>10 quote-unquote, fall within their area of</p> <p>11 responsibility.</p> <p>12 Q. Do you recall what portfolio the</p> <p>13 FDA was under?</p> <p>14 MR. WILKINSON: Objection.</p> <p>15 Q. Prior to Ms. Abrey going on leave?</p> <p>16 A. I don't, I don't recall.</p> <p>17 Q. Do you recall if Joe had any</p> <p>18 responsibilities associated with the FDA?</p> <p>19 A. With the FDA, I don't recall,</p> <p>20 Alfredo.</p> <p>21 Q. Did Ms. Abrey supervise Mr. Wolf</p> <p>22 prior to going on leave?</p> <p>23 A. It is my understanding that David</p> <p>24 always reported to Kate, from what I</p> <p>25 remember, yes.</p>	<p style="text-align: right;">Page 213</p> <p>1 M. WARREN</p> <p>2 coached and mentored and worked with her a</p> <p>3 lot more frequently than I did before Kate</p> <p>4 left for her maternity leave.</p> <p>5 Q. And Ms. Ashley oversaw DHS; is</p> <p>6 that correct?</p> <p>7 A. Minus CBP.</p> <p>8 Q. And prior to Ms. Abrey returning</p> <p>9 from maternity leave and having her</p> <p>10 restrictions lifted, could Ms. Abrey engage</p> <p>11 in any client-facing work with DHS?</p> <p>12 MR. WILKINSON: Objection. You</p> <p>13 have asked this question like ten times</p> <p>14 today. So I am going to object. This</p> <p>15 has been asked and answered multiple</p> <p>16 times. I don't know if you are trying</p> <p>17 to get a different answer out of him.</p> <p>18 MR. PELICCI: I am not. We are</p> <p>19 going through the course of things. I</p> <p>20 would appreciate you not to engage in</p> <p>21 speaking objections.</p> <p>22 MR. WILKINSON: I think you made</p> <p>23 those objections several times when I</p> <p>24 was deposing Ms. Abrey. What I am</p> <p>25 saying is I let you ask this question</p>

54 (Pages 210 - 213)

<p style="text-align: right;">Page 234</p> <p>1 M. WARREN</p> <p>2 A. No.</p> <p>3 Q. Why didn't you have any doubts</p> <p>4 about Ms. Abrey being successful in her</p> <p>5 return to Steampunk?</p> <p>6 A. Because Ms. Abrey and I had had a</p> <p>7 four-year run at Accenture. And when she</p> <p>8 was at her best and we were at our best, the</p> <p>9 performance and the experience was top of</p> <p>10 class. And I was convinced that we could do</p> <p>11 it again.</p> <p>12 Q. Did you put a package together for</p> <p>13 Ms. Abrey that helped get her up to speed</p> <p>14 when she returned from leave, a package of</p> <p>15 any type of documents or anything?</p> <p>16 A. Yes, I did.</p> <p>17 Q. How did you provide that to</p> <p>18 Ms. Abrey?</p> <p>19 A. So we had, like I said, we grew</p> <p>20 roughly 30 percent in the time that she was</p> <p>21 gone. We had some off sites, we had</p> <p>22 multiple leadership meetings, we made some</p> <p>23 decisions on different opportunities, our</p> <p>24 pitch in terms of who we are. And I wanted</p> <p>25 to put together a comprehensive list of</p>	<p style="text-align: right;">Page 236</p> <p>1 M. WARREN</p> <p>2 get Ms. Abrey reintegrated?</p> <p>3 A. Yes, this was sort of what we</p> <p>4 walked through with Kate once she came back.</p> <p>5 Q. What is a bid and booking file?</p> <p>6 A. Bid are things that we were going</p> <p>7 to bid on. And books are things that we won</p> <p>8 or booked. So pipeline versus won.</p> <p>9 Q. What is the current wedge and net</p> <p>10 new slide, what is that?</p> <p>11 A. I am not looking at the slide, but</p> <p>12 one of the things, strategies, one of the</p> <p>13 things that we agreed at Agilex, we talked</p> <p>14 about Agilex before, was this wedge model of</p> <p>15 selling which was a hybrid sort of how</p> <p>16 software sales, sales tech needs are applied</p> <p>17 to consulting services, which was all about</p> <p>18 trying to find net new clients, sell net new</p> <p>19 deals. That platform, that strategy that we</p> <p>20 did at Agilex was then incorporated at</p> <p>21 Accenture, where the Accenture CEO asked</p> <p>22 myself and Brad Cole to roll out --</p> <p>23 Q. This is one of those times that I</p> <p>24 am going to politely redirect you to my</p> <p>25 question.</p>
<p style="text-align: right;">Page 235</p> <p>1 M. WARREN</p> <p>2 documents, e-mails, PowerPoints, all the</p> <p>3 things that I did not send her while she was</p> <p>4 on maternity leave. And the idea was for</p> <p>5 her to come back and walk through those</p> <p>6 documents to get her up to speed on kind of</p> <p>7 what happened while she was gone and as</p> <p>8 importantly where we are going.</p> <p>9 MR. PELICCI: I am going to ask</p> <p>10 you to refresh.</p> <p>11 (Whereupon, a two-page e-mail</p> <p>12 Bates 70555 to 70556 was marked Warren</p> <p>13 Exhibit 22 for identification as of</p> <p>14 this date by the reporter.)</p> <p>15 Q. This is going to be Warren</p> <p>16 Exhibit 22. You should see it now?</p> <p>17 A. Okay, I have it.</p> <p>18 Q. In this e-mail there appears to be</p> <p>19 a link, Here is a quick break out in the</p> <p>20 contents of that link, the e-mail from</p> <p>21 Robert Pearson to Kate, and you are cc'd on</p> <p>22 it, is this the contents what you were just</p> <p>23 describing what you provided to Ms. Abrey?</p> <p>24 A. Yes, this is exactly it.</p> <p>25 Q. And this is what is used to help</p>	<p style="text-align: right;">Page 237</p> <p>1 M. WARREN</p> <p>2 A. I am trying to give you content.</p> <p>3 Q. I don't need a full explanation.</p> <p>4 A. But didn't you just ask me what</p> <p>5 that was?</p> <p>6 Q. My question was just what would be</p> <p>7 on the slide?</p> <p>8 A. I don't see the slide, so I don't</p> <p>9 recall.</p> <p>10 MR. PELICCI: So I am going to ask</p> <p>11 to make sure, I did this in an e-mail</p> <p>12 before, we are going to need the</p> <p>13 production of these documents, I don't</p> <p>14 believe I have all of those.</p> <p>15 THE WITNESS: I am not sure.</p> <p>16 Q. On Number 4, it says folder</p> <p>17 leadership update e-mails. Did you send</p> <p>18 update e-mails to the leadership team</p> <p>19 regularly?</p> <p>20 A. Yes, I overcommunicated all the</p> <p>21 time.</p> <p>22 Q. But were there specific e-mails to</p> <p>23 the leadership team that were update</p> <p>24 e-mails?</p> <p>25 A. I don't recall you have specific</p>

60 (Pages 234 - 237)

<p style="text-align: right;">Page 238</p> <p>1 M. WARREN</p> <p>2 e-mails with that heading, but I would think</p> <p>3 yes, based on the title.</p> <p>4 Q. Did you continue to do that after</p> <p>5 Ms. Abrey returned from leave?</p> <p>6 A. I do it until this day.</p> <p>7 MR. PELICCI: I will ask for all</p> <p>8 the e-mails that were given to</p> <p>9 Ms. Abrey and then continuing after her</p> <p>10 leave.</p> <p>11 Q. Did you decide to make any</p> <p>12 organizational changes while Ms. Abrey was</p> <p>13 out on leave?</p> <p>14 A. I have to give you some context</p> <p>15 here, Alfredo, just give me a minute.</p> <p>16 So there were several things, one</p> <p>17 is, as I have told you, it was always before</p> <p>18 our Accenture restrictions and after our</p> <p>19 Accenture restrictions. It just happened</p> <p>20 that Kate went on maternity between those</p> <p>21 two bookends. That's how we and I always</p> <p>22 thought about it.</p> <p>23 Now that our restrictions were</p> <p>24 done, including Kate, there was an</p> <p>25 opportunity based on everything we did to</p>	<p style="text-align: right;">Page 240</p> <p>1 M. WARREN</p> <p>2 structural changes?</p> <p>3 A. As was always the plan post</p> <p>4 Accenture restrictions.</p> <p>5 Q. So once those post Accenture</p> <p>6 restrictions changed, Ms. Abrey now oversaw</p> <p>7 different clients than before?</p> <p>8 A. Yes, she got all of Homeland</p> <p>9 Security, because she was not restricted out</p> <p>10 of it anymore.</p> <p>11 Q. So of the planning of the</p> <p>12 organizational structural changes, did that</p> <p>13 occur while Ms. Abrey was on leave?</p> <p>14 A. Some of it, yes. But it was</p> <p>15 always the plan to reorganize once</p> <p>16 restrictions were up, but yes.</p> <p>17 Q. Who did you discuss those changes</p> <p>18 with?</p> <p>19 A. Mainly it was John Harllee and I.</p> <p>20 But I am sure that there were</p> <p>21 others that we brought in. I don't recall</p> <p>22 specifically, but John and I were definitely</p> <p>23 the architects.</p> <p>24 Q. So reasons aside, I understand we</p> <p>25 have different views potentially on the</p>
<p style="text-align: right;">Page 239</p> <p>1 M. WARREN</p> <p>2 organize the company how we always intended</p> <p>3 it to be. This allowed us to formally do</p> <p>4 away with emerging markets concept and start</p> <p>5 aligning portfolios. And those portfolios</p> <p>6 at the time were DOD, we had -- you know, I</p> <p>7 can't remember the exact naming conventions</p> <p>8 back then, but what essentially is CS & D</p> <p>9 today under Matt.</p> <p>10 And then Kate had Homeland</p> <p>11 Security and Justice plus Postal. I can't</p> <p>12 remember what the naming convention was of</p> <p>13 that portfolio. And the idea was that we</p> <p>14 were now not constrained by the restrictions</p> <p>15 that we had from Accenture. And the intent</p> <p>16 now was to let us organize in a way that was</p> <p>17 logical versus as in a pretzel as we</p> <p>18 described earlier.</p> <p>19 And that all happened on her first</p> <p>20 day back which was that Monday, to walk</p> <p>21 through all that happened and then walk</p> <p>22 through the organization that we did not</p> <p>23 announce yet, but we wanted to wait until we</p> <p>24 had an opportunity to talk to Kate.</p> <p>25 Q. So there were organizational</p>	<p style="text-align: right;">Page 241</p> <p>1 M. WARREN</p> <p>2 reasons for why things happened, reasons</p> <p>3 aside, did Ms. Abrey have the exact same</p> <p>4 portfolio of business after leave than she</p> <p>5 did from before leave?</p> <p>6 MR. WILKINSON: Objection.</p> <p>7 A. You are saying reason aside, that</p> <p>8 is the reason, it was because she was not</p> <p>9 allowed to run Homeland Security before the</p> <p>10 restrictions were --</p> <p>11 Q. The reason why I say that, because</p> <p>12 I don't want to get into the reasons yet,</p> <p>13 you have already covered some. I will ask</p> <p>14 more questions about that.</p> <p>15 I just want to understand, prior</p> <p>16 to leave versus after leave, did Ms. Abrey</p> <p>17 have the same exact portfolio of business or</p> <p>18 not?</p> <p>19 MR. WILKINSON: Objection.</p> <p>20 A. No.</p> <p>21 Q. She did not have the exact same</p> <p>22 portfolio of business?</p> <p>23 A. She did not.</p> <p>24 MR. PELICCI: I am going to ask</p> <p>25 you to refresh in just one moment.</p>

61 (Pages 238 - 241)

<p style="text-align: right;">Page 246</p> <p>1 M. WARREN</p> <p>2 Q. It is going to be one of those</p> <p>3 times where I redirect you to my actual</p> <p>4 question. My actual question is, is it</p> <p>5 incorrect to say that Ms. Abrey managed the</p> <p>6 same portfolio of business after leave than</p> <p>7 she did before leave?</p> <p>8 MR. WILKINSON: Objection. That's</p> <p>9 actually not what that sentence says.</p> <p>10 A. Can you ask that question in a</p> <p>11 positive? You are asking it in a negative</p> <p>12 which is confusing me.</p> <p>13 Q. I feel like we have definitely</p> <p>14 touched on this, but just to be clear, did</p> <p>15 she manage the same portfolio of business</p> <p>16 after leave than she did before leave?</p> <p>17 A. She managed a different set of</p> <p>18 business after her restrictions were done.</p> <p>19 Q. And so turning back one page, you</p> <p>20 will see this fourth bullet point?</p> <p>21 A. Is it the one that says fourth or</p> <p>22 is it the actual fourth bullet point?</p> <p>23 Q. It is the one that says fourth.</p> <p>24 A. All right.</p> <p>25 Q. It describes maternity policy here</p>	<p style="text-align: right;">Page 248</p> <p>1 M. WARREN</p> <p>2 have kept to that promise. And they</p> <p>3 continue to get better and better.</p> <p>4 Q. At the time, did you oversee HR?</p> <p>5 A. No.</p> <p>6 Q. Who oversaw HR?</p> <p>7 A. Mr. Harllee.</p> <p>8 Q. And so in your position as CEO, I</p> <p>9 am not asking you about changes to the</p> <p>10 maternity leave policy, I am asking you</p> <p>11 personally, do you think seven days is a</p> <p>12 generous maternity leave policy?</p> <p>13 MR. WILKINSON: Objection.</p> <p>14 A. I have no way to make a comment on</p> <p>15 that, Alfredo. I don't know what to compare</p> <p>16 it to. So I don't have an opinion.</p> <p>17 Q. Prior to Ms. Abrey's return from</p> <p>18 leave, did you discuss the organizational</p> <p>19 changes that were to occur after her return</p> <p>20 from leave with anybody else?</p> <p>21 A. I don't recall.</p> <p>22 Q. I think earlier you may have said</p> <p>23 that you discussed some of these changes</p> <p>24 with Mr. Harllee?</p> <p>25 A. No. What I said is if you asked</p>
<p style="text-align: right;">Page 247</p> <p>1 M. WARREN</p> <p>2 which it says was instituted in July of</p> <p>3 2020. And it says it was seven days long.</p> <p>4 But what I am concerned with is the first</p> <p>5 sentence, it says, "Fourth, and contrary to</p> <p>6 the claims asserted in Ms. Abrey's charge,</p> <p>7 Steampunk offers a generous maternity,</p> <p>8 paternity and adoption leave benefit to all</p> <p>9 of its employees," do you see that?</p> <p>10 A. Yes.</p> <p>11 Q. Do you think seven days is a</p> <p>12 generous maternity leave policy?</p> <p>13 MR. WILKINSON: Objection.</p> <p>14 A. That's not my area of expertise.</p> <p>15 So I have no comment on that to judge.</p> <p>16 Q. But you are the CEO of Steampunk,</p> <p>17 and in your position as CEO, would you</p> <p>18 consider seven days of maternity leave to be</p> <p>19 a generous policy?</p> <p>20 MR. WILKINSON: Objection.</p> <p>21 A. Again, this is not my subject</p> <p>22 matter expert field, so I have no context.</p> <p>23 I will tell you, Alfredo, we did</p> <p>24 make a commitment that we were going to</p> <p>25 improve the benefits every year. And we</p>	<p style="text-align: right;">Page 249</p> <p>1 M. WARREN</p> <p>2 the question that who discussed the</p> <p>3 organizational changes that were discussed</p> <p>4 with Kate when she returned back from her</p> <p>5 leave, and I said John Harllee and I.</p> <p>6 Q. So you had made decisions prior to</p> <p>7 her return about what those changes would</p> <p>8 be; is that correct?</p> <p>9 A. We wanted to take that day to</p> <p>10 discuss it with Kate to at least get her</p> <p>11 feedback and comments. But essentially we</p> <p>12 gave her our line of thinking and why based</p> <p>13 on what transpired and now that the</p> <p>14 restrictions were over, and we walked her</p> <p>15 through our logic and we certainly wanted to</p> <p>16 get her right in before we made the big</p> <p>17 announcement.</p> <p>18 Q. So if that was always the plan, as</p> <p>19 you testified earlier, why did you need to</p> <p>20 go through it with Kate to get her feedback?</p> <p>21 A. Because I think it is good</p> <p>22 practice to overcommunicate with all of our</p> <p>23 executives.</p> <p>24 Q. And did you communicate with</p> <p>25 Mr. Licht about the organizational changes?</p>

63 (Pages 246 - 249)

<p style="text-align: right;">Page 250</p> <p>1 M. WARREN</p> <p>2 A. I don't recall.</p> <p>3 Q. And did Mr. Licht's area of</p> <p>4 responsibility change in association with</p> <p>5 these changes that were made to the</p> <p>6 organization when Ms. Abrey returned from</p> <p>7 leave?</p> <p>8 A. I don't fully remember. But no, I</p> <p>9 think he just continued to build what he was</p> <p>10 doing.</p> <p>11 Q. And what was Mr. Licht doing?</p> <p>12 A. He was running what used to be</p> <p>13 Civilian as we discussed, which mainly</p> <p>14 consisted of USDA, CBP, EPA. There is</p> <p>15 probably a smattering of other accounts, but</p> <p>16 he was continuing to build out and trying to</p> <p>17 add talent to his team.</p> <p>18 Q. Did you tell Ms. Abrey not to</p> <p>19 speak to anybody when she first returned</p> <p>20 from leave?</p> <p>21 A. What I asked Kate to do was to</p> <p>22 meet with John, Scott and I to get her up to</p> <p>23 speed on everything that has transpired</p> <p>24 since we had not had a conversation. And</p> <p>25 then after we had our talk, she was welcome</p>	<p style="text-align: right;">Page 252</p> <p>1 M. WARREN</p> <p>2 Q. Did the organizational changes</p> <p>3 that you have in mind change while Ms. Abrey</p> <p>4 was on leave?</p> <p>5 A. No, we didn't do anything until we</p> <p>6 talked to her first.</p> <p>7 Q. And was Ms. Abrey aware of the</p> <p>8 plan before she went on leave?</p> <p>9 MR. WILKINSON: Objection.</p> <p>10 A. It is probably a question for</p> <p>11 Kate. But the plan was always to make sure</p> <p>12 that Kate ran Homeland Security, which she</p> <p>13 was unable to do prior to her restrictions</p> <p>14 being up.</p> <p>15 Q. Did you have discussions with</p> <p>16 Ms. Abrey about that plan prior to her going</p> <p>17 on leave?</p> <p>18 A. We always talked about it, yes.</p> <p>19 Q. So why was it necessary for her</p> <p>20 not to speak to anybody when she returned?</p> <p>21 A. Alfredo, I will say it again,</p> <p>22 restrictions ended, the company grew about</p> <p>23 by almost 30 percent in FTE account, we</p> <p>24 added all these new people --</p> <p>25 Q. I hear you, Mr. Warren, about what</p>
<p style="text-align: right;">Page 251</p> <p>1 M. WARREN</p> <p>2 to talk to anybody she wanted to.</p> <p>3 Q. So my question is, did you request</p> <p>4 that she doesn't speak with anyone at</p> <p>5 Steampunk prior to that conversation that</p> <p>6 you had with Mr. LaRose, Mr. Harlee,</p> <p>7 herself?</p> <p>8 A. Yes, I asked her to wait on</p> <p>9 communicating with other folks until she had</p> <p>10 a chance to sit down with us.</p> <p>11 Q. Why was that necessary, if all</p> <p>12 that was happening was everything that was</p> <p>13 always the plan?</p> <p>14 MR. WILKINSON: Objection.</p> <p>15 A. Because the restrictions ended</p> <p>16 from Accenture, we grew by almost 30 percent</p> <p>17 in employee base, we added a ton of people,</p> <p>18 close to 50, probably somewhere in that</p> <p>19 number, maybe 40 to 50. And I thought it</p> <p>20 was important for her to get up to speed on</p> <p>21 all the changes that had happened in terms</p> <p>22 of deals, in terms of organization, in terms</p> <p>23 of everything that we did, before she jumped</p> <p>24 inside the business. It felt like the right</p> <p>25 thing to do.</p>	<p style="text-align: right;">Page 253</p> <p>1 M. WARREN</p> <p>2 happened. My question is not what happened.</p> <p>3 My question was why couldn't she speak to</p> <p>4 everybody?</p> <p>5 A. Because she was not up to speak on</p> <p>6 everything that we just talked about.</p> <p>7 Q. Were you concerned that she would</p> <p>8 say something wrong?</p> <p>9 MR. WILKINSON: Objection.</p> <p>10 A. No, I was not concerned of that at</p> <p>11 all.</p> <p>12 Q. So I am trying to get to what your</p> <p>13 concern was with Kate, why Kate couldn't</p> <p>14 talk to anybody?</p> <p>15 MR. WILKINSON: Objection, asked</p> <p>16 and answered.</p> <p>17 MR. PELICCI: No, that wasn't</p> <p>18 answered.</p> <p>19 A. There was no concern, Alfredo. We</p> <p>20 wanted to do the right thing by Kate. And I</p> <p>21 took the time and energy with John to put</p> <p>22 together all the things that happened. And</p> <p>23 we wanted to spend a few hours with her to</p> <p>24 get her acclimated before she started</p> <p>25 talking to employees. It seems to be the</p>

64 (Pages 250 - 253)

<p style="text-align: right;">Page 254</p> <p>1 M. WARREN</p> <p>2 right thing to do and a courtesy that my</p> <p>3 guess is most managers don't do with their</p> <p>4 employees. But we decided that we should do</p> <p>5 it that way.</p> <p>6 Q. And did you tell Ms. Abrey that</p> <p>7 she would have the same title and salary?</p> <p>8 A. No, I mean, because that remained</p> <p>9 the same. We would remind her of what her</p> <p>10 salary and title were? I don't understand</p> <p>11 your question.</p> <p>12 Q. I am asking if in any of those</p> <p>13 discussions, did you indicate to Ms. Abrey</p> <p>14 that she would have the same title and</p> <p>15 salary when she returned?</p> <p>16 A. I don't recall.</p> <p>17 MR. PELICCI: Could you read the</p> <p>18 question and answer, not the one where</p> <p>19 Mr. Harlee doesn't recall, but before</p> <p>20 that. Could you read back the last</p> <p>21 answer before that one, please.</p> <p>22 (Whereupon, the record was read by</p> <p>23 the reporter.)</p> <p>24 Q. Mr. Warren, does title and salary</p> <p>25 determine responsibilities within Steampunk?</p>	<p style="text-align: right;">Page 256</p> <p>1 M. WARREN</p> <p>2 Exhibit 24, please. I am first concerned</p> <p>3 with your first e-mail here on Tuesday</p> <p>4 May 5, 2020, subject, "What's best</p> <p>5 Steampunk," it says, "All."</p> <p>6 First off, before your signature</p> <p>7 block, the second to last paragraph, it</p> <p>8 says, "I want to get this group together to</p> <p>9 talk through this new responsibility for</p> <p>10 Kate and begin the collaboration</p> <p>11 specifically with the sector Presidents and</p> <p>12 ODs," do you see that?</p> <p>13 A. I do.</p> <p>14 Q. What was Kate's new</p> <p>15 responsibility?</p> <p>16 A. Based on post restrictions she was</p> <p>17 now able to formally own and run Homeland</p> <p>18 Security.</p> <p>19 Q. So that was a new responsibility</p> <p>20 for Kate?</p> <p>21 A. It was new in the sense that she</p> <p>22 now had no restrictions and was able to</p> <p>23 manage people on both delivery, as well as</p> <p>24 salespeople, and get in front of clients.</p> <p>25 She could lead from the front and attempt to</p>
<p style="text-align: right;">Page 255</p> <p>1 M. WARREN</p> <p>2 A. Not necessarily.</p> <p>3 Q. And so did you have any</p> <p>4 conversations with Ms. Abrey when she</p> <p>5 returned about her title not changing?</p> <p>6 A. No, not that I recall.</p> <p>7 Q. Do you recall sending an e-mail</p> <p>8 out basically where you said that you were</p> <p>9 happy to be able to structure Steampunk</p> <p>10 based off of business deeds?</p> <p>11 A. I don't recall exactly. If you</p> <p>12 could pull that exhibit up, I would be happy</p> <p>13 to go through it with you.</p> <p>14 Q. I am asking you, if you recall</p> <p>15 anything along those lines?</p> <p>16 A. I remember an e-mail going out</p> <p>17 about the restructuring of the company,</p> <p>18 based on post restrictions from Accenture.</p> <p>19 But the specifics of that e-mail, Alfredo, I</p> <p>20 can't recall.</p> <p>21 (Whereupon, a two-page e-mail</p> <p>22 Bates 32921 to 32922 was marked Warren</p> <p>23 Exhibit 24 for identification as of</p> <p>24 this date by the reporter.)</p> <p>25 Q. I am going to direct you to</p>	<p style="text-align: right;">Page 257</p> <p>1 M. WARREN</p> <p>2 go sell net new.</p> <p>3 Q. And you mentioned in this e-mail</p> <p>4 delivery excellence. What is delivery</p> <p>5 excellence?</p> <p>6 A. In our business, in the services</p> <p>7 business, you have to win the deal. And</p> <p>8 then you have to deliver on the promises</p> <p>9 that you made. And delivery excellence is</p> <p>10 delivering on time, on budget and making the</p> <p>11 client happy.</p> <p>12 Q. And so part of Ms. Abrey being</p> <p>13 able to oversee DHS now, was it that she</p> <p>14 shifted from being able to oversee DOD and</p> <p>15 Civilian to now overseeing DHS?</p> <p>16 MR. WILKINSON: Objection.</p> <p>17 A. So first of all, Kate never</p> <p>18 oversaw DOD. I am not sure where you got</p> <p>19 that. But that never happened.</p> <p>20 What was the second part after</p> <p>21 DOD?</p> <p>22 Q. My question was, in Kate's shift</p> <p>23 over to overseeing DHS, did she shift over</p> <p>24 from overseeing DOD and Civilian?</p> <p>25 MR. WILKINSON: Objection.</p>

65 (Pages 254 - 257)

<p style="text-align: right;">Page 258</p> <p>1 M. WARREN</p> <p>2 A. Alfredo, I am not even following</p> <p>3 the question.</p> <p>4 Q. So at a point Kate now was</p> <p>5 overseeing DHS; is that correct?</p> <p>6 A. DHS, Commerce, she eventually</p> <p>7 added DOJ to her bucket and Postal, I</p> <p>8 believe at one point in time.</p> <p>9 Q. And prior to this organizational</p> <p>10 change, who did Nick and Max report to?</p> <p>11 A. Nick reported to me, as I had zero</p> <p>12 restrictions inside of DOD. Max reported to</p> <p>13 John Harllee.</p> <p>14 Q. And where did Diane report to</p> <p>15 prior to this?</p> <p>16 A. Diane reported to John Harllee as</p> <p>17 well.</p> <p>18 Q. Diane didn't report to Kate?</p> <p>19 A. Not before her restrictions, after</p> <p>20 her restrictions. But that's my</p> <p>21 understanding was that she always reported</p> <p>22 to John, or Kate would have been in</p> <p>23 violation of her restrictions.</p> <p>24 Q. On that last page, the very first</p> <p>25 paragraph at the bottom, it says, "Yesterday</p>	<p style="text-align: right;">Page 260</p> <p>1 M. WARREN</p> <p>2 \$125 million or more.</p> <p>3 Also, she summarized that</p> <p>4 conversation that we had in slack, that she</p> <p>5 said to me a few hours later, basically</p> <p>6 breaking out the discussion points that we</p> <p>7 talked through at that meeting.</p> <p>8 Q. When Ms. Abrey returned from</p> <p>9 leave, it is your testimony that she was</p> <p>10 still the frontrunner to be CEO?</p> <p>11 A. She always was. She just had to</p> <p>12 perform and do her job, and that based on</p> <p>13 merit, it was hers.</p> <p>14 Q. I am going to ask you to please</p> <p>15 turn back to Exhibit 23?</p> <p>16 A. Okay.</p> <p>17 Q. Let me know when you are there?</p> <p>18 A. I am on Exhibit 23.</p> <p>19 Q. I am going to ask you to go to</p> <p>20 page 12, please.</p> <p>21 A. I am there.</p> <p>22 Q. So on the third paragraph there it</p> <p>23 starts by saying, "Throughout Ms. Abrey's</p> <p>24 employment, Ms. Abrey repeatedly failed to</p> <p>25 perform in accordance with Steampunk's</p>
<p style="text-align: right;">Page 259</p> <p>1 M. WARREN</p> <p>2 morning we spent a lot of time with Kate</p> <p>3 discussing the business and the</p> <p>4 organizational changes that we wanted to</p> <p>5 take as we enter into this next phase of the</p> <p>6 Steampunk journey. Also a big thank you to</p> <p>7 Kate for being open and putting the business</p> <p>8 needs first."</p> <p>9 Do you recall that meeting where</p> <p>10 you spent that time with Kate?</p> <p>11 A. Yes, I do recall it. And that's</p> <p>12 where we went through the packet that we</p> <p>13 discussed earlier.</p> <p>14 Q. And do you recall Kate telling you</p> <p>15 that she felt like she was being demoted?</p> <p>16 A. She never used the word "demoted"</p> <p>17 ever. I never heard that come out of her</p> <p>18 mouth. The only question I really remember</p> <p>19 from Kate was her focus on is this shuffling</p> <p>20 and organizational change have any impact on</p> <p>21 her not being the frontrunner to be the CEO.</p> <p>22 And I told her that she absolutely from a</p> <p>23 succession perspective is first in line.</p> <p>24 But it is going to be based on her ability</p> <p>25 in delivering on her portfolio, of hopefully</p>	<p style="text-align: right;">Page 261</p> <p>1 M. WARREN</p> <p>2 expectations," do you see that?</p> <p>3 A. I do.</p> <p>4 Q. Upon her return from leave, she</p> <p>5 was still the frontrunner for CEO is what</p> <p>6 you just testified, is this correct, that</p> <p>7 even before that point she was failing to</p> <p>8 meet the expectations of Steampunk?</p> <p>9 A. You broke up there, Alfredo.</p> <p>10 Q. Is it your testimony that even</p> <p>11 though when Ms. Abrey returned from leave,</p> <p>12 and in your testimony that she was still the</p> <p>13 frontrunner for CEO, that she was failing to</p> <p>14 perform in a manner that met the company's</p> <p>15 expectations?</p> <p>16 A. Yes, Kate was unable to accurately</p> <p>17 forecast, even in her restrictive role. And</p> <p>18 it was profoundly worse post restrictions.</p> <p>19 And the life of the company is based on our</p> <p>20 executive business people to accurately be</p> <p>21 able to forecast their business.</p> <p>22 Q. But Ms. Abrey's performance did</p> <p>23 not lead you to decide to take her out of</p> <p>24 the front running to be a CEO when she</p> <p>25 returned from leave, did it?</p>

66 (Pages 258 - 261)

<p style="text-align: right;">Page 262</p> <p>1 M. WARREN</p> <p>2 A. No, it did not. She still had the</p> <p>3 opportunity. And we were hopeful that she</p> <p>4 would make 2020 an incredible year, and we</p> <p>5 would fulfill all the dreams that we all had</p> <p>6 for the company and Ms. Abrey.</p> <p>7 Q. So you also testified that</p> <p>8 throughout her employment, you saw her still</p> <p>9 as a frontrunner to be CEO; is that correct?</p> <p>10 A. In terms of succession planning,</p> <p>11 Kate was always frontrunner. She didn't</p> <p>12 accurately forecast net new, grow the</p> <p>13 business and perform.</p> <p>14 Q. Did you engage in any efforts to</p> <p>15 let employees of Steampunk know who Kate</p> <p>16 Abrey was while she was out on leave?</p> <p>17 A. I don't recall.</p> <p>18 Q. So you said you had a lot of new</p> <p>19 hires; is that correct?</p> <p>20 A. Correct. I think close to 50, but</p> <p>21 I don't know the exact number.</p> <p>22 Q. And did you inform any of these</p> <p>23 new hires about Ms. Abrey?</p> <p>24 MR. WILKINSON: Objection.</p> <p>25 A. I don't recall.</p>	<p style="text-align: right;">Page 264</p> <p>1 M. WARREN</p> <p>2 portfolios report up to one person. It</p> <p>3 doesn't make any sense. You want to</p> <p>4 diversify your portfolios.</p> <p>5 And at that point we had DOD, we</p> <p>6 had Max's portfolio and we had Kate's</p> <p>7 portfolio with the horizontals matrixed in.</p> <p>8 Q. Was the pipeline in good shape</p> <p>9 when Ms. Abrey returned?</p> <p>10 MR. WILKINSON: Objection.</p> <p>11 Q. The pipeline of business?</p> <p>12 A. I don't recall.</p> <p>13 I am not sure about the pipeline.</p> <p>14 She is not judged on pipeline. She is just</p> <p>15 judged on closing net new deals and</p> <p>16 accurately forecasting what her business</p> <p>17 would do quarter over quarter. Pipeline is</p> <p>18 fantastic if you could convert it to new</p> <p>19 business, otherwise it is just a number on</p> <p>20 the spreadsheet.</p> <p>21 Q. And do you recall a time in May or</p> <p>22 June of 2020, where Kate mentioned to you or</p> <p>23 Mr. Harllee that she felt like she was</p> <p>24 demoted?</p> <p>25 A. I don't recall ever having a</p>
<p style="text-align: right;">Page 263</p> <p>1 M. WARREN</p> <p>2 Q. And did you explain the</p> <p>3 organizational structure to any of these new</p> <p>4 hires?</p> <p>5 A. I don't recall.</p> <p>6 Q. Do you have reason to believe that</p> <p>7 the new hires wouldn't know who Ms. Abrey</p> <p>8 is?</p> <p>9 MR. WILKINSON: Objection.</p> <p>10 A. I don't recall.</p> <p>11 Q. Prior to Ms. Abrey's return from</p> <p>12 leave in that first meeting with her, did</p> <p>13 you tell her about these organizational</p> <p>14 changes?</p> <p>15 A. Yes, we did.</p> <p>16 Q. And how did you tell Ms. Abrey</p> <p>17 about that?</p> <p>18 A. Can you be more specific, Alfredo.</p> <p>19 We communicated that we finally get to</p> <p>20 structure the company on what is best for</p> <p>21 the business and how we could be most</p> <p>22 successful, because our restrictions were</p> <p>23 gone. And we laid out, as planned, Kate</p> <p>24 would always get Homeland Security. And it</p> <p>25 was never our intent to ever, ever have all</p>	<p style="text-align: right;">Page 265</p> <p>1 M. WARREN</p> <p>2 conversation with Kate about demotion. My</p> <p>3 only conversations I remember is about her</p> <p>4 standing to potentially be the next CEO.</p> <p>5 Q. And then do you recall Ms. Abrey</p> <p>6 ever saying to you that she felt her role</p> <p>7 had changed because of her pregnancy?</p> <p>8 A. I don't recall ever Kate saying</p> <p>9 that to me.</p> <p>10 Q. Ever, do you recall ever Ms. Abrey</p> <p>11 ever saying that to you while she was</p> <p>12 employed at Steampunk?</p> <p>13 MR. WILKINSON: Objection.</p> <p>14 A. I don't recall her ever saying</p> <p>15 that to me at Steampunk, from beginning to</p> <p>16 end.</p> <p>17 Q. Do you recall Sean Dillon coming</p> <p>18 to you regarding any of Ms. Abrey's</p> <p>19 complaints about her role changing?</p> <p>20 A. I don't recall Sean Dillon coming</p> <p>21 to me about demotion or role changes.</p> <p>22 Q. Do you ever recall Ms. Abrey or</p> <p>23 saying to Ms. Abrey fighting words as</p> <p>24 something she said or did was fighting</p> <p>25 words?</p>

67 (Pages 262 - 265)

<p style="text-align: right;">Page 270</p> <p>1 M. WARREN</p> <p>2 And I know of in one instance to</p> <p>3 one of the executives, she said why are you</p> <p>4 only meeting with me 15 minutes, your</p> <p>5 counterparts spend much more time. Her</p> <p>6 answer was I don't need to do that, because</p> <p>7 I have worked for 20 plus years in this</p> <p>8 industry, and I don't need to spend that</p> <p>9 much time with you.</p> <p>10 And she was protective and</p> <p>11 defensive with David and Diane. And she was</p> <p>12 sort of non-existent with the other folks,</p> <p>13 and it created a problem.</p> <p>14 I never used the word "nurturing"</p> <p>15 from my recollection.</p> <p>16 Q. Did you say Ms. Abrey had</p> <p>17 nurturing or nurture instincts?</p> <p>18 MR. WILKINSON: Note my objection.</p> <p>19 A. To the best of my recollection, I</p> <p>20 have never used the word "nurturing" when</p> <p>21 speaking about Kate Abrey, period.</p> <p>22 Q. Who that be problematic if you</p> <p>23 did?</p> <p>24 MR. WILKINSON: Objection.</p> <p>25 A. I have no idea, but I never did.</p>	<p style="text-align: right;">Page 272</p> <p>1 M. WARREN</p> <p>2 "nurturing" or "nurturer"?</p> <p>3 A. Your question was did I use</p> <p>4 nurturing to Kate Abrey. And my answer was</p> <p>5 no. And I believe this is to Scott LaRose.</p> <p>6 Q. And it is about Ms. Abrey?</p> <p>7 A. It is describing Kate Abrey,</p> <p>8 correct.</p> <p>9 Q. And you said that that would be a</p> <p>10 problematic description; isn't that correct?</p> <p>11 MR. WILKINSON: Objection. He did</p> <p>12 not say that. You said that.</p> <p>13 Q. Do you think that's problematic,</p> <p>14 Mr. Warren?</p> <p>15 MR. WILKINSON: Objection.</p> <p>16 A. Do I think? I think in this</p> <p>17 context the answer would be no.</p> <p>18 Q. Is nurturing the opposite of tough</p> <p>19 in your eyes?</p> <p>20 MR. WILKINSON: Objection.</p> <p>21 A. I don't know.</p> <p>22 Q. Well, here you say, "Nurturing</p> <p>23 instincts versus being the person that makes</p> <p>24 tough decisions".</p> <p>25 If someone is nurturing, are they</p>
<p style="text-align: right;">Page 271</p> <p>1 M. WARREN</p> <p>2 Q. And do you think that there is</p> <p>3 some type of connotation with nurturing</p> <p>4 regarding being a mother?</p> <p>5 MR. WILKINSON: Objection.</p> <p>6 A. Do I think there is some -- sure,</p> <p>7 that's probably why I would never use it.</p> <p>8 MR. PELICCI: I will ask you to</p> <p>9 please refresh.</p> <p>10 (Whereupon, a two-page e-mail</p> <p>11 Bates 127880 to 127881 was marked</p> <p>12 Warren Exhibit 26 for identification as</p> <p>13 of this date by the reporter.)</p> <p>14 Q. At the top of this e-mail you are</p> <p>15 talking about Ms. Abrey?</p> <p>16 A. Yes.</p> <p>17 Q. "And she will need to learn to</p> <p>18 manage versus being the jester that sits on</p> <p>19 top. This is part of her learning</p> <p>20 experience a/k/a nurturer instincts versus</p> <p>21 being the person who has to make tough</p> <p>22 decisions," do you see that?</p> <p>23 A. I do see that.</p> <p>24 Q. Does this refresh your</p> <p>25 recollection about using the term</p>	<p style="text-align: right;">Page 273</p> <p>1 M. WARREN</p> <p>2 unable to make tough decisions?</p> <p>3 MR. WILKINSON: Objection.</p> <p>4 A. I don't know.</p> <p>5 Q. Then why did you say that?</p> <p>6 A. This is a reference of Kate being</p> <p>7 defensive and protective of Diane and David</p> <p>8 Wolf versus sort of playing in between them</p> <p>9 and myself. And I thought her instincts</p> <p>10 were to defend and protect versus coach and</p> <p>11 push. And I thought it was the wrong</p> <p>12 decision.</p> <p>13 Q. So then you used the term "nurture</p> <p>14 instincts" to discuss that type of behavior;</p> <p>15 is that correct?</p> <p>16 A. To Scott LaRose, yes.</p> <p>17 Q. But about Ms. Abrey?</p> <p>18 A. Correct.</p> <p>19 Q. And what does it mean to be a</p> <p>20 jester that sits on top? Is it good to be a</p> <p>21 jester?</p> <p>22 MR. WILKINSON: Objection.</p> <p>23 A. I believe what I am saying is</p> <p>24 rather than, she was trying to broker both</p> <p>25 sides, she was trying to make me happy and</p>

69 (Pages 270 - 273)

<p style="text-align: right;">Page 274</p> <p>1 M. WARREN</p> <p>2 she was trying to make them happy and she</p> <p>3 was just sort of dancing between the two.</p> <p>4 Q. So is that essentially calling</p> <p>5 Ms. Abrey a clown?</p> <p>6 A. I didn't say that.</p> <p>7 Q. Is this the type of empowering</p> <p>8 language we discussed when we talked about</p> <p>9 your leadership style?</p> <p>10 MR. WILKINSON: Objection.</p> <p>11 A. I can't answer that question. I</p> <p>12 don't even know how to answer that question.</p> <p>13 Q. Well, you said you had a</p> <p>14 leadership style of empowerment, so labeling</p> <p>15 your employees that were high up in your</p> <p>16 leadership organization as jesters, do you</p> <p>17 think that's empowering?</p> <p>18 MR. WILKINSON: Can you repeat the</p> <p>19 question.</p> <p>20 MR. PELICCI: Sure.</p> <p>21 Q. You testified that you had a</p> <p>22 leadership style where you empowered your</p> <p>23 employees. Ms. Abrey was at the top of your</p> <p>24 organization, here you are calling her a</p> <p>25 jester to Mr. LaRose, do you think that's a</p>	<p style="text-align: right;">Page 276</p> <p>1 M. WARREN</p> <p>2 nurture people?</p> <p>3 A. Again, the question I answered</p> <p>4 that I believe you asked was did I ever say</p> <p>5 that to Ms. Abrey, and my answer remains the</p> <p>6 same, I never said that to Ms. Abrey.</p> <p>7 This is in context of me talking</p> <p>8 to our investor and giving him a heads up</p> <p>9 that there is an executive that is</p> <p>10 underperforming and it is getting very</p> <p>11 serious.</p> <p>12 Q. So why did you never say to</p> <p>13 Ms. Abrey that she has a tendency to nurture</p> <p>14 people?</p> <p>15 MR. WILKINSON: Objection.</p> <p>16 A. I don't recall.</p> <p>17 Q. You don't recall why you would</p> <p>18 ever say that to Ms. Abrey?</p> <p>19 A. I don't recall.</p> <p>20 MR. WILKINSON: Objection.</p> <p>21 MR. PELICCI: I am going to ask</p> <p>22 you to refresh.</p> <p>23 (Whereupon, a four-page e-mail</p> <p>24 Bates 128035 to 128038 was marked</p> <p>25 Warren Exhibit 27 for identification as</p>
<p style="text-align: right;">Page 275</p> <p>1 M. WARREN</p> <p>2 good way to discuss your employees?</p> <p>3 MR. WILKINSON: Objection.</p> <p>4 A. I think what I am alluding to is</p> <p>5 the context for how all this was -- I wanted</p> <p>6 Kate to take responsibility and</p> <p>7 accountability for the two people that were</p> <p>8 not performing. And rather than her taking</p> <p>9 accountability and responsibility for their</p> <p>10 non-performance, she sort of played this</p> <p>11 middle ground. And it became very, very</p> <p>12 frustrating. And that is the context of</p> <p>13 this e-mail.</p> <p>14 Q. And does this refresh your</p> <p>15 recollection that you would use the term</p> <p>16 "nurtured" to Ms. Abrey or whether you did?</p> <p>17 MR. WILKINSON: We could see go</p> <p>18 off the record.</p> <p>19 (Whereupon, an off-the-record</p> <p>20 discussion was held.)</p> <p>21 Q. So my question that was pending</p> <p>22 before the audio issues is does this refresh</p> <p>23 your recollection about whether or not you</p> <p>24 used to Ms. Abrey the term that she was</p> <p>25 either nurturing or she has a tendency to</p>	<p style="text-align: right;">Page 277</p> <p>1 M. WARREN</p> <p>2 of this date by the reporter.)</p> <p>3 MR. PELICCI: This is going to be</p> <p>4 Plaintiff's Exhibit 27.</p> <p>5 Q. On the last page, excluding this</p> <p>6 dead horse theory that you include, two</p> <p>7 paragraphs up from the bottom, so I am on</p> <p>8 page 2, and then there is the start of this</p> <p>9 dead horse theory?</p> <p>10 A. Yes.</p> <p>11 Q. You will see a paragraph that</p> <p>12 begins with finally, about halfway through</p> <p>13 the paragraph, you say, "You are a very</p> <p>14 positive person, try to see things and</p> <p>15 nurture them back to greatness," do you see</p> <p>16 that?</p> <p>17 MR. WILKINSON: What page are you</p> <p>18 on?</p> <p>19 MR. PELICCI: The second page.</p> <p>20 A. Yes, I see it.</p> <p>21 Q. Does that refresh your</p> <p>22 recollection that you did use the term</p> <p>23 "nurture" to Ms. Abrey?</p> <p>24 MR. WILKINSON: Objection.</p> <p>25 A. Well, I see that I wrote it, so</p>

70 (Pages 274 - 277)

<p style="text-align: right;">Page 278</p> <p>1 M. WARREN</p> <p>2 yes.</p> <p>3 Q. And what is the dead horse theory,</p> <p>4 what is your understanding -- I should</p> <p>5 probably ask you why did you include the</p> <p>6 dead horse theory?</p> <p>7 A. Because we were working tirelessly</p> <p>8 to improve Diane Ashley's performance. She</p> <p>9 struggled for the better part of almost two</p> <p>10 years to win net new business. And we tried</p> <p>11 all sorts of different techniques and</p> <p>12 management styles to make it better. And</p> <p>13 essentially what I was saying is that at</p> <p>14 some point you got to get a new horse. And</p> <p>15 getting back to Kate, I want to be clear</p> <p>16 about this, is that she was unable to in</p> <p>17 2020 to accurately forecast. She did no net</p> <p>18 new, she was unable to land net new herself,</p> <p>19 she was able to get Diane or David to win</p> <p>20 net new and she was unable or unwilling to</p> <p>21 make a change in those people. And all of</p> <p>22 that is why we ended up terminating her from</p> <p>23 performance. And this is kind of going down</p> <p>24 towards that path.</p> <p>25 Q. So to your eyes, Ms. Ashley was a</p>	<p style="text-align: right;">Page 280</p> <p>1 M. WARREN</p> <p>2 leadership team," do you see that?</p> <p>3 A. Where is that?</p> <p>4 Q. I am on the very first page, you</p> <p>5 see 3 A, B and C, you see C, "I would be</p> <p>6 open to keeping her on the leadership team,</p> <p>7 (bigger group not the top 13)"?</p> <p>8 A. So before the dead horse theory or</p> <p>9 after?</p> <p>10 Q. So going back a page, at the very,</p> <p>11 very last sentence of the first page, you</p> <p>12 say, "I would be open to keeping her on the</p> <p>13 leadership team," do you see that?</p> <p>14 A. The very first paragraph of the</p> <p>15 first page?</p> <p>16 Q. No, it is very the last sentence</p> <p>17 on the whole first page.</p> <p>18 A. I know it sounds harsh.</p> <p>19 Q. Are you on page 1 of the exhibit,</p> <p>20 are we looking at a different first page?</p> <p>21 A. I appear to be.</p> <p>22 Q. Do you see the little exhibit</p> <p>23 stamp, 27 at the bottom?</p> <p>24 A. Let's see 37?</p> <p>25 Q. 27.</p>
<p style="text-align: right;">Page 279</p> <p>1 M. WARREN</p> <p>2 dead horse and Ms. Abrey was a jester?</p> <p>3 MR. WILKINSON: Objection.</p> <p>4 A. I didn't say that.</p> <p>5 Q. You didn't, you didn't call --</p> <p>6 A. I don't know how to answer that</p> <p>7 Alfredo, but those are analogies. They are</p> <p>8 not literal.</p> <p>9 Q. And in that same paragraph, it</p> <p>10 says we have five years will fly by, five</p> <p>11 years for that?</p> <p>12 A. I am sorry. Where is that?</p> <p>13 Q. That paragraph where you talked</p> <p>14 about Ms. Abrey nurturing, you say we have</p> <p>15 five years will fly by.</p> <p>16 What does that mean, five years of</p> <p>17 what?</p> <p>18 A. I don't recall.</p> <p>19 Q. Is it potentially five years until</p> <p>20 a potential sale of Steampunk?</p> <p>21 A. I don't recall.</p> <p>22 Q. And then turning to the first</p> <p>23 page, at the bottom of the first page, you</p> <p>24 are discussing Diane Ashley and you say, "I</p> <p>25 would be open to keeping her on the</p>	<p style="text-align: right;">Page 281</p> <p>1 M. WARREN</p> <p>2 A. Oh, Exhibit 27, yes I see that.</p> <p>3 Q. You see a little stamp, the</p> <p>4 Exhibit 27 there on the bottom right corner?</p> <p>5 A. Yes, "I would be open to keeping</p> <p>6 her on the leadership team, bigger group,</p> <p>7 not the top 13."</p> <p>8 Q. That's Diane Ashley?</p> <p>9 A. That's referring to Diane Ashley.</p> <p>10 Q. And then at the very top of this</p> <p>11 e-mail, you once again are forwarding this</p> <p>12 all to Mr. LaRose, did you normally keep</p> <p>13 Mr. LaRose updated about what was happening</p> <p>14 at Steampunk?</p> <p>15 A. Yes, and I still do to this day.</p> <p>16 Q. And you say, "Water works until</p> <p>17 7:00 last night," do you see that?</p> <p>18 A. I do.</p> <p>19 Q. What does that mean?</p> <p>20 A. I don't recall.</p> <p>21 Q. Are you talking about Ms. Abrey</p> <p>22 crying?</p> <p>23 A. Possibly, or myself.</p> <p>24 Q. Did Ms. Abrey cry in front of you</p> <p>25 often?</p>

71 (Pages 278 - 281)

<p style="text-align: right;">Page 282</p> <p>1 M. WARREN</p> <p>2 A. Define "often."</p> <p>3 Q. Did you see Ms. Abrey cry on</p> <p>4 multiple occasions at Steampunk?</p> <p>5 A. I saw her cry at Accenture and at</p> <p>6 Steampunk.</p> <p>7 Q. And are you aware of whether or</p> <p>8 not Ms. Abrey was crying when you were</p> <p>9 discussing Ms. Ashley?</p> <p>10 A. I don't recall. But I know she</p> <p>11 was very protective of her, so it is</p> <p>12 definitely a possibility.</p> <p>13 MR. PELICCI: We can take a break.</p> <p>14 (Whereupon, a short recess was</p> <p>15 taken.)</p> <p>16 Q. So do you recall terminating</p> <p>17 Ms. Abrey?</p> <p>18 A. I do.</p> <p>19 Q. And do you recall on the day</p> <p>20 before you terminated Ms. Abrey, you met</p> <p>21 with her on January 13, 2021?</p> <p>22 A. Yes, I remember talking to her</p> <p>23 prior to that, if that was the date. I</p> <p>24 don't recall the specific date, but sure.</p> <p>25 Q. And during that call with</p>	<p style="text-align: right;">Page 284</p> <p>1 M. WARREN</p> <p>2 her; correct.</p> <p>3 Q. And that's a simple question, did</p> <p>4 you tell her on the 13th that you were going</p> <p>5 to terminate her?</p> <p>6 A. We did not.</p> <p>7 Q. Prior to the 14th when you told</p> <p>8 her you were going to terminate her, did you</p> <p>9 officially communicate her termination on</p> <p>10 the 14th?</p> <p>11 A. I am getting my dates confused,</p> <p>12 but that sounds right. It was a Thursday in</p> <p>13 January, I think that was the 14th.</p> <p>14 Q. And did you prior to that call on</p> <p>15 the 14th, January 14, 2021, did you ever</p> <p>16 communicate to Kate Abrey specifically that</p> <p>17 you were going to terminate her?</p> <p>18 A. No.</p> <p>19 Q. And did you communicate to anybody</p> <p>20 at Steampunk prior to that January 14, 2021</p> <p>21 call that you were going to terminate</p> <p>22 Ms. Abrey on the 14th?</p> <p>23 A. I got to give you some context.</p> <p>24 On January 13, we had that conversation,</p> <p>25 John Harllee and I. That entire</p>
<p style="text-align: right;">Page 283</p> <p>1 M. WARREN</p> <p>2 Ms. Abrey prior to her termination, did you</p> <p>3 tell Ms. Abrey that she would be terminated</p> <p>4 the next day?</p> <p>5 A. No. So, this is going to require</p> <p>6 context, Alfredo. So as you could see</p> <p>7 through some of the e-mails that you have</p> <p>8 pulled up, we have had disappointment in</p> <p>9 Kate and her team's performance,</p> <p>10 specifically --</p> <p>11 Q. Just because we are on limited</p> <p>12 time, I am going to redirect you?</p> <p>13 A. If you want me to answer the</p> <p>14 question, I need to answer the question.</p> <p>15 Q. But that's not the question.</p> <p>16 I am just asking you a simple</p> <p>17 thing, we will get to it step through step.</p> <p>18 My question is do you remember</p> <p>19 having a call with her the day before she</p> <p>20 was terminated? We will get to your</p> <p>21 reasons, why you did what you did, et</p> <p>22 cetera?</p> <p>23 A. And I just told you I did, and you</p> <p>24 had a follow-up question and said did you</p> <p>25 tell her that we were going to terminate</p>	<p style="text-align: right;">Page 285</p> <p>1 M. WARREN</p> <p>2 conversation, 95 percent of it was around</p> <p>3 our lack of confidence in her inability to</p> <p>4 forecast accurately, her inability to sell</p> <p>5 net new, her inability to have her folks be</p> <p>6 able to sell net new and her lack of doing</p> <p>7 anything about it. It was the definition of</p> <p>8 insanity, you keep doing the same thing over</p> <p>9 and over again and we expect a different</p> <p>10 result.</p> <p>11 And it was a very hard</p> <p>12 conversation that was oncoming, because she</p> <p>13 knew that going into Q1 of 2021, based on</p> <p>14 all of the previous hard conversations that</p> <p>15 we had, that this was the quarter. And she</p> <p>16 forecasted on January 4, and literally</p> <p>17 changed her forecast, if not that day, the</p> <p>18 next day. Then went on PTO for a week. She</p> <p>19 came back, gave her a day to get settled in,</p> <p>20 had the hard talk with her on the 13th.</p> <p>21 After that hard conversation, I spoke to</p> <p>22 John Harllee. I believe, I am not</p> <p>23 100 percent sure on this one, that we also</p> <p>24 talked to Scott. And we as a group made the</p> <p>25 determination that it was time to let her</p>

72 (Pages 282 - 285)

<p style="text-align: right;">Page 286</p> <p>1 M. WARREN</p> <p>2 go, because the pattern has continued now</p> <p>3 for at least Q3 of '20, Q4 of '20, and she</p> <p>4 knew the importance of hitting her forecast</p> <p>5 for Q1. And the day she set it, she set the</p> <p>6 forecast, she changed it literally a day</p> <p>7 later. At that point we decided that the</p> <p>8 next day I was going to have the</p> <p>9 conversation with Kate to terminate her.</p> <p>10 Q. Was that after your call with</p> <p>11 Abrey on the 13th?</p> <p>12 A. That was after, yes.</p> <p>13 Q. And was Ms. Abrey on leave for Q2</p> <p>14 of 2020?</p> <p>15 A. Not of Q2, so she was -- what?</p> <p>16 Q. She came back May of 2020?</p> <p>17 A. That's right. But Q2 goes through</p> <p>18 May. So she came back, I believe, early in</p> <p>19 May.</p> <p>20 Q. Yes.</p> <p>21 A. So she was out part of Q2 and she</p> <p>22 was there part of Q2.</p> <p>23 Q. And was she out for Q1 of 2020?</p> <p>24 A. She left at the end of January.</p> <p>25 So she was there for part of Q1 and gone for</p>	<p style="text-align: right;">Page 288</p> <p>1 M. WARREN</p> <p>2 were going to go that way, my question was</p> <p>3 prior to January 13, 2021, did you</p> <p>4 communicate a decision to terminate</p> <p>5 Ms. Abrey on the 14th to anyone at</p> <p>6 Steampunk?</p> <p>7 A. No. January 4, to be clear, was</p> <p>8 the day she missed her forecast, which I was</p> <p>9 trying to explain to you, January 4 was the</p> <p>10 first forecast of the year, which is the</p> <p>11 most important forecast of 2021.</p> <p>12 She set the forecast, she changed</p> <p>13 it, she was on PTO -- and I am getting to my</p> <p>14 answer, this is why it is important, John</p> <p>15 and I spoke while she was on PTO about here</p> <p>16 we go again, over and over. And we both</p> <p>17 decided that when she got back, we were</p> <p>18 going to have a very hard conversation with</p> <p>19 her, which we did.</p> <p>20 We slept on it and said well, what</p> <p>21 do we do the next day. She was very</p> <p>22 bothered by the tone of that conversation</p> <p>23 yet again. And we woke up in the morning</p> <p>24 and I talked to my colleague, John Harlee,</p> <p>25 and said, you know, I still think, it is</p>
<p style="text-align: right;">Page 287</p> <p>1 M. WARREN</p> <p>2 a part of Q1.</p> <p>3 Q. So prior to the 13th when you met</p> <p>4 with Mr. LaRose, and I used met loosely, had</p> <p>5 a phone call, prior to the conversation you</p> <p>6 had with Mr. LaRose and Mr. Harlee on the</p> <p>7 13th, had you ever communicated to anybody</p> <p>8 at Steampunk that you were terminating</p> <p>9 Ms. Abrey on the 14th?</p> <p>10 A. No, that decision happened that</p> <p>11 night prior, yes.</p> <p>12 Q. So prior to the 13th of January,</p> <p>13 you did not have any decisions to terminate</p> <p>14 Ms. Abrey, and I am not talking about</p> <p>15 performance deficiencies, I am saying prior</p> <p>16 to the 13th, did you make the actual</p> <p>17 decision to terminate Ms. Abrey?</p> <p>18 A. Prior to the 13th of January, we</p> <p>19 had many, many conversations with Kate</p> <p>20 through the course of 2020 about forecast</p> <p>21 accuracy. She had a very, very --</p> <p>22 Q. I am going to restrict you,</p> <p>23 because we have a limited amount of time.</p> <p>24 My actual question, and I actually</p> <p>25 said besides that, I almost anticipated you</p>	<p style="text-align: right;">Page 289</p> <p>1 M. WARREN</p> <p>2 time, based on the pattern that has been</p> <p>3 going on at least Q3 and Q4 of '20, if not</p> <p>4 before. And she came out of the gates,</p> <p>5 missed it again right out of the start, and</p> <p>6 that's when we finally went through with it.</p> <p>7 Q. Just for clarity, that January 4</p> <p>8 forecast, it was a forecast, it was</p> <p>9 forecasting what she expected for Q1, the</p> <p>10 performance of Q1 did not occur yet?</p> <p>11 A. Direct, but she dropped her</p> <p>12 forecast.</p> <p>13 Q. So she changed her forecast?</p> <p>14 A. Lower, not higher.</p> <p>15 Q. But TBD'd still on whether or not</p> <p>16 she would meet that forecast; correct?</p> <p>17 A. Do you understand forecast why it</p> <p>18 is important?</p> <p>19 Q. I do, Mr. Warren, I have had a lot</p> <p>20 of time to review this case?</p> <p>21 A. Give me a second, so Wall</p> <p>22 Street --</p> <p>23 Q. We don't have enough time, and</p> <p>24 this is irresponsible.</p> <p>25 A. If I can't explain --</p>

73 (Pages 286 - 289)

<p style="text-align: right;">Page 294</p> <p>1 M. WARREN</p> <p>2 MR. WILKINSON: Objection.</p> <p>3 A. I don't recall.</p> <p>4 Q. You don't recall if you ever heard</p> <p>5 Ms. Abrey say whether or not Max reported to</p> <p>6 her prior to leave?</p> <p>7 A. Outside of -- no, I don't recall.</p> <p>8 Q. If she did, would you correct her?</p> <p>9 MR. WILKINSON: Objection.</p> <p>10 A. I don't recall. I don't know how</p> <p>11 to answer that, Alfredo.</p> <p>12 Q. So on the 13th, you made the</p> <p>13 decision to terminate Ms. Abrey; is that</p> <p>14 correct?</p> <p>15 A. It was probably final the morning</p> <p>16 of the 14th. But we were strongly</p> <p>17 considering it the evening of the 14th, but</p> <p>18 we slept on it.</p> <p>19 Q. So what changed between the 12th</p> <p>20 and the 14th? Did anything change?</p> <p>21 A. I just wanted to think about it</p> <p>22 and absorb. It was a big decision, and I</p> <p>23 cared about Kate.</p> <p>24 Q. Was there something that happened</p> <p>25 between the 12th and the morning of the 14th</p>	<p style="text-align: right;">Page 296</p> <p>1 M. WARREN</p> <p>2 what does dramatically mean?</p> <p>3 Q. Based off your understanding of</p> <p>4 the word "dramatic," do you believe</p> <p>5 Ms. Abrey behaved in a dramatic fashion?</p> <p>6 MR. WILKINSON: Objection. I</p> <p>7 don't know.</p> <p>8 Q. Do you know, would you describe</p> <p>9 your conversations with Abrey as being</p> <p>10 dramatic?</p> <p>11 MR. WILKINSON: Objection.</p> <p>12 A. I don't know. I don't recall, no.</p> <p>13 MR. PELICCI: I am going to</p> <p>14 introduce an exhibit here, it is 28.</p> <p>15 Let me know when it is in front of you.</p> <p>16 (Whereupon, a transcript of a</p> <p>17 recorded telephone conversation Bates</p> <p>18 370910 to 370927 was marked Warren</p> <p>19 Exhibit 28 for identification as of</p> <p>20 this date by the reporter.)</p> <p>21 Q. Before you is Plaintiff's</p> <p>22 Exhibit 28 provided by defendants in this</p> <p>23 litigation. It is a transcript of the</p> <p>24 conversation, the telephone conversation on</p> <p>25 January 14, 2021 being recorded by</p>
<p style="text-align: right;">Page 295</p> <p>1 M. WARREN</p> <p>2 that made you decide during that period to</p> <p>3 finalize the decision to terminate</p> <p>4 Ms. Abrey?</p> <p>5 A. The one thing that stuck out to</p> <p>6 us, both John and I -- I will let John speak</p> <p>7 for himself, but at least for me, her lack</p> <p>8 of accountability, of taking accountability</p> <p>9 for either David or Diane's forecast which</p> <p>10 ultimately rode up to her for her forecast.</p> <p>11 It was never Kate's fault. It was either</p> <p>12 the people that worked for her or some other</p> <p>13 reason. And that lack of accountability or</p> <p>14 responsibility was the pattern that we saw</p> <p>15 for all that time, which ultimately the</p> <p>16 missed forecast on the 4th, the lack of</p> <p>17 accountability, were sort of the straw that</p> <p>18 broke the camel's back and why she was</p> <p>19 terminated for performance the next day.</p> <p>20 Q. Do you believe that your</p> <p>21 conversations prior to Ms. Abrey's</p> <p>22 termination, in your conversation with</p> <p>23 Abrey, Ms. Abrey behaved dramatically?</p> <p>24 MR. WILKINSON: Objection.</p> <p>25 A. Can you help me on dramatically,</p>	<p style="text-align: right;">Page 297</p> <p>1 M. WARREN</p> <p>2 Mr. Warren.</p> <p>3 Was this recorded by you,</p> <p>4 Mr. Warren?</p> <p>5 A. Yes, sir.</p> <p>6 Q. Why did you record this</p> <p>7 conversation?</p> <p>8 A. Well, you know, Kate and I had a</p> <p>9 long history together. And typically in a</p> <p>10 termination call, you would always have</p> <p>11 another person in the meeting with you. I</p> <p>12 felt that the history that Kate and I had,</p> <p>13 that I didn't want to subject her to that</p> <p>14 kind of conversation in front of others. So</p> <p>15 we used the recording as a proxy in lieu of</p> <p>16 having another person there.</p> <p>17 Q. Did you tell Ms. Abrey that the</p> <p>18 call was being recorded?</p> <p>19 A. I don't recall.</p> <p>20 Q. If I told you in the transcript</p> <p>21 there is nowhere you telling Ms. Abrey that</p> <p>22 the call was being recorded, would that make</p> <p>23 sense to you?</p> <p>24 A. Sure.</p> <p>25 Q. Do you have any reason why you</p>

75 (Pages 294 - 297)

<p style="text-align: right;">Page 310</p> <p>1 M. WARREN</p> <p>2 A. I did not have plans, we did</p> <p>3 communicate termination. However, the</p> <p>4 leadership team did a performance exercise</p> <p>5 in September of 2020. And everybody did a</p> <p>6 self-evaluation and talked to the leadership</p> <p>7 team about it. I believe you have that</p> <p>8 data, if not, Nigel will have to get it to</p> <p>9 you. In that she wrote that she was very</p> <p>10 disappointed in the results that her and her</p> <p>11 team had done to date and she was determined</p> <p>12 to make it better.</p> <p>13 That, then the performance review</p> <p>14 happened, then she said I don't think we</p> <p>15 deserve a bonus based on our performance.</p> <p>16 All of those things together, certainly</p> <p>17 indicated to Ms. Abrey that she knew that</p> <p>18 she was not performing and we were actively</p> <p>19 talking about it with her.</p> <p>20 Q. And did everyone in terms of</p> <p>21 portfolios on the front end, did everyone</p> <p>22 report in to you?</p> <p>23 A. And others. It is a mixed bag.</p> <p>24 Q. As a CEO, would you say the buck</p> <p>25 stopped with you?</p>	<p style="text-align: right;">Page 312</p> <p>1 M. WARREN</p> <p>2 A. Was I part of it? Kate worked for</p> <p>3 me so, yes.</p> <p>4 Q. So were you disappointed with</p> <p>5 yourself?</p> <p>6 A. Absolutely.</p> <p>7 Yes, my intent was always for</p> <p>8 everybody to perform and to deliver and</p> <p>9 build something great. But you got to do</p> <p>10 your job. And you have to separate personal</p> <p>11 from business. Kate and then her team's</p> <p>12 inability to perform, without any changes in</p> <p>13 either them or accurately forecasting, at</p> <p>14 some point enough is enough. And that</p> <p>15 enough is enough happened on January 4.</p> <p>16 Q. January 14, right, you mean?</p> <p>17 A. No, January 4 when she changed her</p> <p>18 forecast.</p> <p>19 Q. So for you the changing of</p> <p>20 forecast was the straw in your eyes?</p> <p>21 A. Yes, that was the straw in my</p> <p>22 eyes. And then we wanted to have one last</p> <p>23 conversation with her. And her lack of</p> <p>24 taking accountability and responsibility for</p> <p>25 either David or Diane or herself sort of</p>
<p style="text-align: right;">Page 311</p> <p>1 M. WARREN</p> <p>2 A. No, not necessarily, that's now</p> <p>3 how I manage.</p> <p>4 Q. Did you contemplate resignation in</p> <p>5 association with the underperformance of</p> <p>6 Diane Ashley's organization?</p> <p>7 MR. WILKINSON: Objection.</p> <p>8 A. Did I contemplate resignation?</p> <p>9 Explain that to me, I am not understanding.</p> <p>10 Q. So you said Ms. Abrey was</p> <p>11 disappointed with Ms. Ashley and Mr. Wolf's</p> <p>12 performance; is that correct?</p> <p>13 A. That is correct.</p> <p>14 Q. And she expressed that</p> <p>15 disappointment with you; is that correct?</p> <p>16 A. She expressed that she was</p> <p>17 disappointed in both Diane and David.</p> <p>18 Q. And were you disappointed with</p> <p>19 both Diane and David?</p> <p>20 A. I was disappointed in the entire</p> <p>21 chain of command, because it was all the</p> <p>22 same, starting with Kate to both then Diane</p> <p>23 and David.</p> <p>24 Q. And were you part of that chain of</p> <p>25 command?</p>	<p style="text-align: right;">Page 313</p> <p>1 M. WARREN</p> <p>2 solidified that thinking that happened, you</p> <p>3 know, on January 4, 5, when she changed the</p> <p>4 forecast.</p> <p>5 Q. Prior to the 13th when you met</p> <p>6 with Ms. Abrey, did you communicate with her</p> <p>7 that the change of her forecast made you</p> <p>8 want to terminate her?</p> <p>9 A. I had many conversations prior to</p> <p>10 January 4 about --</p> <p>11 Q. I am sorry, you didn't understand</p> <p>12 my question. My question was after</p> <p>13 January 4 when she changed her forecast, did</p> <p>14 you communicate prior to the 13th to</p> <p>15 Ms. Abrey saying that the change in the</p> <p>16 forecast was problematic?</p> <p>17 A. She was on vacation for a week.</p> <p>18 So that conversation happened once she</p> <p>19 returned. Not the day of, but the second</p> <p>20 day.</p> <p>21 Q. And did you say to anyone, we</p> <p>22 should terminate Kate because she changed</p> <p>23 her forecast?</p> <p>24 A. John Harllee, sure, we talked</p> <p>25 about.</p>

79 (Pages 310 - 313)

<p style="text-align: right;">Page 314</p> <p>1 M. WARREN</p> <p>2 Q. But when did that occur?</p> <p>3 A. The week of January 4.</p> <p>4 Q. Oh, so you had conversations the</p> <p>5 week of January 4 with Mr. Harlee about</p> <p>6 terminating Kate?</p> <p>7 A. Correct, absolutely.</p> <p>8 Q. And you didn't make a decision,</p> <p>9 though, until after the 13th?</p> <p>10 A. Correct.</p> <p>11 Q. Do you think it would have been</p> <p>12 beneficial for Ms. Abrey when you went</p> <p>13 through this review process, which occurred</p> <p>14 prior to January 4, to discuss her work</p> <p>15 habits where you rated her a 5 and an</p> <p>16 exceptional performer?</p> <p>17 MR. WILKINSON: Objection.</p> <p>18 A. Well, one thing that I talked to</p> <p>19 Kate at length about was that activity</p> <p>20 doesn't equal performance. So if your work</p> <p>21 ethic is great, it doesn't always equal</p> <p>22 performance. And we are a performance based</p> <p>23 company based on merit and performance. And</p> <p>24 at the end of the day, it is about the</p> <p>25 numbers. She was very aware of that.</p>	<p style="text-align: right;">Page 316</p> <p>1 M. WARREN</p> <p>2 the efforts of you and your team."</p> <p>3 You were cc'd on the e-mail.</p> <p>4 Do you recall receiving this</p> <p>5 e-mail?</p> <p>6 A. I don't.</p> <p>7 Do you want me to take some time</p> <p>8 to read the e-mail.</p> <p>9 Q. No, I am just asking you if you</p> <p>10 recall receiving it?</p> <p>11 A. I don't.</p> <p>12 Q. Do you recall whether or not you</p> <p>13 corrected Mr. Harlee's statements in this</p> <p>14 e-mail?</p> <p>15 MR. WILKINSON: Hold on a second,</p> <p>16 he is going to have to read it, if you</p> <p>17 want him to comment on what the e-mail</p> <p>18 says.</p> <p>19 A. Do you want to take a minute here</p> <p>20 so I could read it?</p> <p>21 Q. No, my question is do you recall a</p> <p>22 situation where after this e-mail you ever</p> <p>23 approached Mr. Harlee or Ms. Abrey to say,</p> <p>24 Ms. Abrey, the success of the company in</p> <p>25 2020 was not a result of your team?</p>
<p style="text-align: right;">Page 315</p> <p>1 M. WARREN</p> <p>2 Q. So leading up to January 13, did</p> <p>3 you continue to praise Kate Abrey's</p> <p>4 performance at Steampunk?</p> <p>5 MR. WILKINSON: Objection.</p> <p>6 A. I don't recall.</p> <p>7 Q. Do you recall complimenting</p> <p>8 Ms. Abrey's performance after this</p> <p>9 performance review?</p> <p>10 MR. WILKINSON: Objection.</p> <p>11 A. I don't recall, Alfredo.</p> <p>12 MR. PELICCI: I am going to ask</p> <p>13 you to please refresh.</p> <p>14 (Whereupon, a two-page e-mail</p> <p>15 Bates 43441 to 43442 was marked Warren</p> <p>16 Exhibit 30 for identification as of</p> <p>17 this date by the reporter.)</p> <p>18 Q. Before you is Plaintiff's Exhibit</p> <p>19 30. It is an e-mail with John Harlee, Dan</p> <p>20 Parker, yourself, Matt Reeves, it says,</p> <p>21 "Kate-as promised, wanted to send you your</p> <p>22 organization's raise, stock and bonus pools</p> <p>23 for 2020 performance. As you know, we had</p> <p>24 an outstanding year from the topline</p> <p>25 perspective, and that's in no small part to</p>	<p style="text-align: right;">Page 317</p> <p>1 M. WARREN</p> <p>2 MR. WILKINSON: Repeat now. You</p> <p>3 can't ask him a hypothetical question</p> <p>4 based on a document.</p> <p>5 MR. PELICCI: I am asking him what</p> <p>6 he did after this e-mail. Please don't</p> <p>7 interrupt the deposition anymore.</p> <p>8 MR. WILKINSON: Give him an</p> <p>9 opportunity to read something.</p> <p>10 MR. PELICCI: I could ask him what</p> <p>11 happened after this e-mail without him</p> <p>12 reading the whole e-mail, thank you.</p> <p>13 Q. Mr. Warren, my question to you is</p> <p>14 after this e-mail on December 1, 2020, did</p> <p>15 you ever go to Ms. Abrey to say her to her</p> <p>16 that Mr. Harlee said false statements to</p> <p>17 you about your performance?</p> <p>18 MR. WILKINSON: I object to this</p> <p>19 question. Because the question is</p> <p>20 still about what was said in this</p> <p>21 e-mail.</p> <p>22 MR. PELICCI: That's a speaking</p> <p>23 objection. And my question is not</p> <p>24 about what is said in the e-mail. We</p> <p>25 are moving on from the e-mail. Put the</p>

80 (Pages 314 - 317)

<p style="text-align: right;">Page 322</p> <p>1 M. WARREN</p> <p>2 MR. PELICCI: It may be a</p> <p>3 different iteration of it, but thanks</p> <p>4 for pointing that out.</p> <p>5 MR. WILKINSON: It is the same</p> <p>6 Bates number.</p> <p>7 MR. PELICCI: Thank you.</p> <p>8 So we will just look at it as</p> <p>9 Exhibit 31, please.</p> <p>10 Q. With number 3, what do you mean</p> <p>11 that Kate had vision with TSA, what does</p> <p>12 that mean?</p> <p>13 A. To the best of my recollection,</p> <p>14 TSA was her experience at Accenture. That's</p> <p>15 really where she made her mark inside of</p> <p>16 Accenture. And we were unable to get TSA</p> <p>17 going up to this point. We had one wedge</p> <p>18 deal in 2019 that was sold. But we never</p> <p>19 did anything of volume or substance or of</p> <p>20 strategic value. And Kate when she returned</p> <p>21 and she was allowed to go back into TSA</p> <p>22 after he restrictions, which I believe was</p> <p>23 the first call she did, she started putting</p> <p>24 together her strategy, how to get in there.</p> <p>25 And we were excited about the potential, I</p>	<p style="text-align: right;">Page 324</p> <p>1 M. WARREN</p> <p>2 relationship with the team because the</p> <p>3 delivery folks felt that Kate and Diane were</p> <p>4 trying to take credit on what they were</p> <p>5 doing with the client.</p> <p>6 Q. Before Kate's termination, did she</p> <p>7 work on a deal under or assist with a deal</p> <p>8 for the USPT?</p> <p>9 MR. WILKINSON: Objection.</p> <p>10 A. I don't recall, I don't recall.</p> <p>11 Q. Do you recall a deal for</p> <p>12 \$2 billion that occurred shortly after</p> <p>13 Kate's termination?</p> <p>14 A. Alfredo, if we closed a \$2 billion</p> <p>15 deal, this would be a different</p> <p>16 conversation, it never happened.</p> <p>17 Q. What about \$63 million?</p> <p>18 A. I don't recall.</p> <p>19 Q. Did you close any significant</p> <p>20 deals after Kate's termination that Kate or</p> <p>21 Ms. Ashley played a large role in securing?</p> <p>22 A. I don't recall.</p> <p>23 Q. Do you recall any of the major</p> <p>24 deals you closed in Q1 after Ms. Abrey's</p> <p>25 termination?</p>
<p style="text-align: right;">Page 323</p> <p>1 M. WARREN</p> <p>2 was excited about the potential.</p> <p>3 Q. So in July of 2020, you were</p> <p>4 excited about Ms. Abrey's potential?</p> <p>5 A. About the potential of her vision</p> <p>6 coming true.</p> <p>7 Q. And in Q1 following Ms. Abrey's</p> <p>8 termination, did you close any significant</p> <p>9 deals or new wedges with any of the clients</p> <p>10 that Ms. Abrey oversaw?</p> <p>11 MR. WILKINSON: Objection.</p> <p>12 A. I don't recall specifically,</p> <p>13 Alfredo. But it is my recollection that</p> <p>14 Kate in trying to protect Diane was</p> <p>15 constantly trying to argue about the</p> <p>16 definition of what net new and a wedge was.</p> <p>17 It was very clear to every other person in</p> <p>18 the organization, which resulted in me, in I</p> <p>19 believe November or December of that year,</p> <p>20 finally putting it in writing, because we</p> <p>21 were literally arguing.</p> <p>22 The only deal that we ended up</p> <p>23 giving in, was an expansion deal at ICE that</p> <p>24 frankly, again, was another episode, where</p> <p>25 Diane and Kate really hurt their</p>	<p style="text-align: right;">Page 325</p> <p>1 M. WARREN</p> <p>2 A. I don't recall, no.</p> <p>3 Q. Do you recall an applicant by the</p> <p>4 name of Jacquelyn Brioux?</p> <p>5 A. Vaguely.</p> <p>6 Q. Do you remember anything</p> <p>7 pertaining to Ms. Brioux that relates to</p> <p>8 maternity leave?</p> <p>9 MR. WILKINSON: Objection.</p> <p>10 A. The only time that that name was</p> <p>11 brought up with me, we talked about the hard</p> <p>12 conversation we had with Kate, I think it</p> <p>13 was the Wednesday, whatever that date is in</p> <p>14 January.</p> <p>15 Q. The 13th?</p> <p>16 A. Yes, thank you, Alfredo. We had a</p> <p>17 meeting, 95 percent of that meeting was</p> <p>18 about her performance or lack thereof. And</p> <p>19 at the very end she said can we talk about</p> <p>20 Jacquelyn. I did not know who this person</p> <p>21 was. I checked out of the meeting. That</p> <p>22 meeting ended a few minutes later, and that</p> <p>23 was the last I ever heard the name Jacquelyn</p> <p>24 Brioux. So I had little to no involvement</p> <p>25 in that at all.</p>

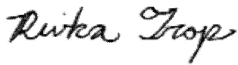
82 (Pages 322 - 325)

<p style="text-align: right;">Page 326</p> <p>1 M. WARREN</p> <p>2 Q. Do you recall what Ms. Abrey said</p> <p>3 about Ms. Brioux on the 13th?</p> <p>4 A. I don't recall what Kate was</p> <p>5 saying about Jacquelyn in that conversation.</p> <p>6 It was literally the end of a very difficult</p> <p>7 conversation, Alfredo. If the conversation</p> <p>8 was 30 minutes, maybe it was two minutes</p> <p>9 long.</p> <p>10 Q. So you don't have any recollection</p> <p>11 of what Ms. Abrey said in those two minutes</p> <p>12 about Ms. Brioux?</p> <p>13 A. I don't, I don't.</p> <p>14 Q. Prior to that call, do you</p> <p>15 remember any discussions about Ms. Brioux?</p> <p>16 A. No, that was literally the first</p> <p>17 time per my recollection that I ever heard</p> <p>18 that name.</p> <p>19 MR. PELICCI: We could take about</p> <p>20 a five minute break, and then we should</p> <p>21 be wrapping up pretty soon.</p> <p>22 (Whereupon, a short recess was</p> <p>23 taken.)</p> <p>24 Q. So after Ms. Abrey was informed</p> <p>25 that she was being terminated on January 14,</p>	<p style="text-align: right;">Page 328</p> <p>1 M. WARREN</p> <p>2 termination, you were satisfied with</p> <p>3 Mr. Reeves' performance?</p> <p>4 A. As an OD.</p> <p>5 Q. As an OD, can you elaborate, what</p> <p>6 does that mean?</p> <p>7 A. That means the operations director</p> <p>8 who reports to the portfolio lead is</p> <p>9 primarily responsible for delivery and</p> <p>10 getting the renewals and expansion of that</p> <p>11 work that is on the ground. And that's what</p> <p>12 we were talking about the delivery folks</p> <p>13 were sort of losing faith in Kate, because</p> <p>14 she would sort of overpromise and</p> <p>15 under-deliver. And even despite his boss</p> <p>16 doing all that, he continued to work hard</p> <p>17 and do great things on the delivery side.</p> <p>18 Q. Did Max Licht oversee Mr. Reeves?</p> <p>19 A. Not to my recollection.</p> <p>20 Q. At any point did Mr. Reeves begin</p> <p>21 reporting in to Mr. Licht?</p> <p>22 A. Not to my recollection.</p> <p>23 MR. PELICCI: I am going to ask</p> <p>24 you to refresh once again.</p> <p>25 (Whereupon, a five-page e-mail</p>
<p style="text-align: right;">Page 327</p> <p>1 M. WARREN</p> <p>2 did she continue to perform responsibilities</p> <p>3 at Steampunk?</p> <p>4 A. I don't recall. I know she was on</p> <p>5 payroll for some time, Alfredo. I don't</p> <p>6 recall the exact time.</p> <p>7 But I believe she made herself</p> <p>8 available if we needed her. But that's the</p> <p>9 best to my recollection.</p> <p>10 Q. Do you know if she was directed</p> <p>11 not to communicate with anybody?</p> <p>12 MR. WILKINSON: Objection.</p> <p>13 A. I don't recall, Alfredo.</p> <p>14 Q. And so who assumed Ms. Abrey's</p> <p>15 responsibilities?</p> <p>16 MR. WILKINSON: Objection.</p> <p>17 Q. After her termination?</p> <p>18 A. After her termination, we put Matt</p> <p>19 Reeves in an acting role to take over, who</p> <p>20 was her deputy number two serving as DOD,</p> <p>21 based on the great work that he did on</p> <p>22 delivery with the existing work. But that</p> <p>23 was in an acting capacity, not an official</p> <p>24 capacity.</p> <p>25 Q. So prior to Ms. Abrey's</p>	<p style="text-align: right;">Page 329</p> <p>1 M. WARREN</p> <p>2 Bates 132987 to 132991 was marked</p> <p>3 Warren Exhibit 32 for identification as</p> <p>4 of this date by the reporter.)</p> <p>5 This is going to be Exhibit 32.</p> <p>6 A. Okay, I pulled it up.</p> <p>7 Q. Is a USPTO, was that part of Ms.</p> <p>8 Abrey's former ambit prior to termination?</p> <p>9 A. Are you asking did USPTO report up</p> <p>10 to Kate?</p> <p>11 Q. Correct.</p> <p>12 A. Yes, it did.</p> <p>13 Q. So this is part of what Mr. Reeves</p> <p>14 assumed after Ms. Abrey's termination?</p> <p>15 A. Yes, that's correct.</p> <p>16 Q. Who is Daniel Steinberg?</p> <p>17 A. Daniel Steinberg is one of our</p> <p>18 senior contracts supporting the portfolio,</p> <p>19 but they don't report into the portfolios.</p> <p>20 Q. And so in that role, did he only</p> <p>21 support Kate or did he support others?</p> <p>22 A. At that time, I am not sure how we</p> <p>23 divied it up, I can't recall. But we have</p> <p>24 added people consistently as the business</p> <p>25 has grown.</p>

83 (Pages 326 - 329)

Page 330										Page 332									
1 M. WARREN										1 M. WARREN									
2 Q. And then did Max ever assume, to										2									
3 this date, any responsibility for the										3 I N D E X									
4 clients that were under Ms. Abrey's ambit?										4									
5 MR. WILKINSON: Objection.										5 EXAMINATION BY PAGE									
6 A. To the best of my recollection,										6 MR. PELICCI 4									
7 no.										7									
8 Q. So primarily Mr. Reeves was the										8 INFORMATION AND/OR DOCUMENTS REQUESTED									
9 one who received responsibilities for Ms.										9 INFORMATION AND/OR DOCUMENTS PAGE									
10 Abrey's role?										10 2022 financial statements 57									
11 A. That's right, Matt reported to										11 Communications and e-mails about the 97									
12 Kate, Matt led delivery. When Kate was										12 acceleration of Ms. Abrey's stock									
13 terminated, we asked Matt to act as the										13 options or the accelerating of any									
14 portfolio lead to sort of figure out, you										14 vesting schedule related to Ms.									
15 know, what we were going to do next.										15 Abrey's compensation or stock at									
16 Q. And is Matt still the portfolio										16 Steampunk									
17 lead?										17 E-mails that were given to Ms. Abrey 238									
18 (Continued on next page.)										18 and then continuing after her leave									
19										19 E X H I B I T S									
20										20 WARREN EXHIBITS									
21										21 EXHIBIT EXHIBIT									
22										22 LETTER DESCRIPTION PAGE									
23										23 Exhibit 1 Two-page e-mail Bates 15									
24										24 DA-0006									
25										25 Exhibit 2 Three-page email Bates 34									
										26 No. SHI00043101 to 103									
										27 Exhibit 3 Two-page letter Bates SHI									
										28 73939 to 73940									
Page 331										Page 333									
1 M. WARREN										1 M. WARREN									
2 A. Yes, Matt is still a portfolio										2 EXHIBIT EXHIBIT									
3 lead.										3 LETTER DESCRIPTION PAGE									
4 MR. PELICCI: I think that's it										4									
5 for me.										5 Exhibit 4 Washington Exec article 65									
6 MR. WILKINSON: We do want to										6 Exhibit 5 Two-page e-mails 93									
7 review and sign the transcript. So										7 Exhibit 6 Offer letter, beginning 00									
8 whenever that is ready, we will get Mr.										8 with Bates stamp 106230									
9 Warren to review and sign it.										9 Exhibit 7 E-mails - Bates stamped 10									
10 (Whereupon, at 6:53 P.M., the										10 331225 through 331226									
11 Examination of this witness was										11 Exhibit 8 E-mails - Bates stamped 19									
12 concluded.)										12 158054 through 158055									
13										13 Exhibit 9 Two-page e-mail 139									
14										14 Bates No. 76561 to 76562									
15										15 Exhibit 10 Two-page e-mail 151									
16										16 Bates No. 162588									
17										17 to 162589 E-mails									
18										18 Exhibit 11 e-mail Bates 318839 155									
19										19 Exhibit 12 Three-page e-mail Bates 57									
20										20 508888 to 508892									
21										21 Exhibit 13 Two-page e-mails - 162									
22										22 Bates stamped 508895									
23										23 through 508896									
24										24 Exhibit 14 Two-page e-mail Bates 171									
25										25 440407 to 440408									
										26 Exhibit 15 E-mails - Bates stamped 77									
										27 25741 through 25743									
										28 Exhibit 16 Two-page e-mail Bates 189									
										29 63889 to 63890									
										30 Exhibit 17 Two-page e-mails Bates 194									
										31 39952 to 39953									
										32									

84 (Pages 330 - 333)

<p style="text-align: right;">Page 334</p> <p>1 M. WARREN</p> <p>2 EXHIBIT EXHIBIT</p> <p>3 LETTER DESCRIPTION PAGE</p> <p>4</p> <p>5 Exhibit 18 Two-page e-mails Bates 198</p> <p>6 43747 to 43748</p> <p>7 Exhibit 19 Three-page e-mail 48335 06</p> <p>8 to 48337</p> <p>9 Exhibit 20 One-page e-mail Bates 220</p> <p>10 32911</p> <p>11 Exhibit 21 Two-page email Bates 230</p> <p>12 74384 to 74385</p> <p>13 Exhibit 22 Two-page e-mail Bates 235</p> <p>14 70555 to 70556</p> <p>15 Exhibit 23 EEOC submission 242</p> <p>16 Exhibit 24 Two-page e-mail Bates 255</p> <p>17 32921 to 32922</p> <p>18 Exhibit 25 Three-page e-mail Bates 67</p> <p>19 11386 to 11389</p> <p>20 Exhibit 26 Two-page e-mail Bates 271</p> <p>21 127880 to 127881</p> <p>22 Exhibit 27 Four-page e-mail Bates 277</p> <p>23 128035 to 128038</p> <p>24 Exhibit 28 Transcript of a 296</p> <p>25 recorded telephone</p> <p>conversation Bates 370910</p> <p>to 370927</p> <p>Exhibit 29 Two-page e-mail Bates 308</p> <p>133218 to 133219</p> <p>Exhibit 30 Two-page e-mail Bates 315</p> <p>43441 to 43442</p> <p>Exhibit 31 Two-page e-mail Bates 321</p> <p>440407 to 440408</p>	<p style="text-align: right;">Page 336</p> <p>1 M. WARREN</p> <p>2 C E R T I F I C A T E</p> <p>3</p> <p>4 STATE OF NEW YORK)</p> <p>5 : SS.:</p> <p>6 COUNTY OF QUEENS)</p> <p>7 I, RIVKA TROP, a Notary Public for and</p> <p>8 within the State of New York, do hereby</p> <p>9 certify:</p> <p>10 That the witness whose examination is</p> <p>11 hereinbefore set forth was duly sworn and</p> <p>12 that such examination is a true record of</p> <p>13 the testimony given by that witness.</p> <p>14 I further certify that I am not related</p> <p>15 to any of the parties to this action by</p> <p>16 blood or by marriage and that I am in no way</p> <p>17 interested in the outcome of this matter.</p> <p>18 IN WITNESS WHEREOF, I have hereunto set</p> <p>19 my hand this 24th day of April, 2023.</p> <p>20</p> <p>21</p> <p>22 </p> <p>23 RIVKA TROP</p> <p>24</p> <p>25</p>
<p style="text-align: right;">Page 335</p> <p>1 M. WARREN</p> <p>2 EXHIBIT EXHIBIT</p> <p>3 LETTER DESCRIPTION PAGE</p> <p>4 Exhibit 32 Five-page e-mail Bates 329</p> <p>5 132987 to 132991</p> <p>6 QUESTIONS MARKED FOR RULING</p> <p>7 PAGE LINE</p> <p>8</p> <p>9 228 11</p> <p>10</p> <p>11 244 6</p> <p>12</p> <p>13</p> <p>14</p> <p>15</p> <p>16</p> <p>17</p> <p>18</p> <p>19</p> <p>20</p> <p>21</p> <p>22</p> <p>23</p> <p>24</p> <p>25</p>	<p style="text-align: right;">Page 337</p> <p>1 NIGEL WILKINSON, ESQ.</p> <p>2 Nigel.Wilkinson@jacksonlewis.com</p> <p>3 May 3, 2023</p> <p>4 RE: Abrey, Kathleen v. Steampunk Holdings, Inc., Et Al.</p> <p>5 4/24/2023, Matthew Warren (#5885102)</p> <p>6 The above-referenced transcript is available for</p> <p>7 review.</p> <p>8 Within the applicable timeframe, the witness should</p> <p>9 read the testimony to verify its accuracy. If there are</p> <p>10 any changes, the witness should note those with the</p> <p>11 reason, on the attached Errata Sheet.</p> <p>12 The witness should sign the Acknowledgment of</p> <p>13 Deponent and Errata and return to the deposing attorney.</p> <p>14 Copies should be sent to all counsel, and to Veritext at</p> <p>15 cs-ny@veritext.com</p> <p>16</p> <p>17 Return completed errata within 30 days from</p> <p>18 receipt of testimony.</p> <p>19 If the witness fails to do so within the time</p> <p>20 allotted, the transcript may be used as if signed.</p> <p>21</p> <p>22 Yours,</p> <p>23 Veritext Legal Solutions</p> <p>24</p> <p>25</p>

85 (Pages 334 - 337)

Page 337

1 NIGEL WILKINSON, ESQ.

2 Nigel.Wilkinson@jacksonlewis.com

3 May 3, 2023

4 RE: Abrey, Kathleen v. Steampunk Holdings, Inc., Et Al.

5 4/24/2023, Matthew Warren (#5885102)

6 The above-referenced transcript is available for
7 review.

8 Within the applicable timeframe, the witness should
9 read the testimony to verify its accuracy. If there are
10 any changes, the witness should note those with the
11 reason, on the attached Errata Sheet.

12 The witness should sign the Acknowledgment of
13 Deponent and Errata and return to the deposing attorney.
14 Copies should be sent to all counsel, and to Veritext at
15 cs-ny@veritext.com

16
17 Return completed errata within 30 days from
18 receipt of testimony.

19 If the witness fails to do so within the time
20 allotted, the transcript may be used as if signed.

21
22 Yours,

23 Veritext Legal Solutions
24
25

Abrey, Kathleen v. Steampunk Holdings, Inc., Et Al.
Matthew Warren (#5885102)

E R R A T A S H E E T

PAGE 201 LINE 6 CHANGE "THAT WORKS WITH A
MOTHER COMPANY" TO "THAT WORKS WITH ANOTHER COMPANY"

REASON _____

PAGE 220 LINE 24 CHANGE STET

REASON _____

PAGE 237 LINE 7 CHANGE "books" to bookings

REASON Bookings is the terminology

PAGE 240 LINE 9 CHANGE "today under MATT"
TO TODAY UNDER MAX


REASON MAX LIGHT AREA OF RESPONSIBILITY

PAGE 250 LINE 16 CHANGE "GET HER RIGHT IN"
GET HER READ IN

REASON TERMINOLOGY USED

PAGE 254 LINE 5 CHANGE "BECAUSE SHE WAS
NOT UP TO SPEAK" TO B/C SHE WAS NOT UP TO SPEED

REASON _____


Matthew Warren


5/16/2023
Date

1 Abrey, Kathleen v. Steampunk Holdings, Inc., Et Al.

2 Matthew Warren (#5885102)

3 ACKNOWLEDGEMENT OF DEPONENT

4 I, Matthew Warren, do hereby declare that I
5 have read the foregoing transcript, I have made any
6 corrections, additions, or changes I deemed necessary as
7 noted above to be appended hereto, and that the same is
8 a true, correct and complete transcript of the testimony
9 given by me.

10 
11 _____
12 Matthew Warren

5-16-2023

Date

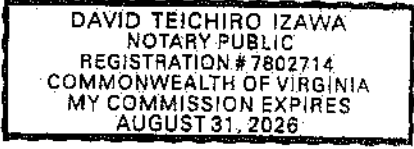
13 *If notary is required

14 SUBSCRIBED AND SWORN TO BEFORE ME THIS

15 16th DAY OF MAY, 2023.

16
17 
18 _____

19 NOTARY PUBLIC

20
21 
22 DAVID TEICHIRO IZAWA
23 NOTARY PUBLIC
24 REGISTRATION # 7802714
25 COMMONWEALTH OF VIRGINIA
MY COMMISSION EXPIRES
AUGUST 31, 2026